

This document constitutes a supplement (the "**Supplement**") to the twelve base prospectuses dated 17 May 2013, 31 May 2012, 16 May 2012, 22 June 2011, 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 Base Prospectus dated 17 May 2013**

**UniCredit Bank AG**

Munich, Federal Republic of Germany  
for the issuance of Notes

**under the Euro 50,000,000,000 Debt Issuance Programme**

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 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 22 June 2011**

**UniCredit Bank AG**

Munich, Federal Republic of Germany

**Euro 10,000,000,000 Credit Linked Securities Programme**

for the issuance of Credit Linked Notes and Credit Linked 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

**UniCredit Bank AG**

**24 October 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 securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Prospectuses, references in the Final Terms to the respective 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 instruments issued under a 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 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.**

**With respect to the Prospectuses, on 16 October 2013, a new factor pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act has arisen through the revision of certain ratings assigned to UniCredit Bank AG.**

**UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastraße 12, 81925 Munich, Germany, fax no.: +49-89-378 13944, 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, LCD7DC Debt Capital Markets Legal, Arabellastraße 12, 81925 Munich, Germany and are also published on the website [www.onemarkets.de](http://www.onemarkets.de) or any successor page.**

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

**1. CHANGES TO THE BASE PROSPECTUS FOR THE EURO 50,000,000,000 DEBT ISSUANCE PROGRAMME FOR THE ISSUANCE OF NOTES DATED 17 MAY 2013**

1.1 In the section "**SUMMARY – B. ISSUER**", the text included under element B.17 entitled "**Ratings**" shall be deleted and replaced with the following text:

B.17	Ratings	<p>Investors should keep in mind that a rating does not constitute a recommendation to purchase, sell or hold the debt securities issued by the Issuer.</p> <p>Moreover, the ratings awarded by the rating agencies may at any time be suspended, downgraded or withdrawn.</p> <p>The following ratings apply to UniCredit Bank (Status: October 2013):</p> <table border="1"> <thead> <tr> <th></th> <th>Long-term Senior Notes</th> <th>Subordinated Notes</th> <th>Short-term Notes</th> <th>Outlook</th> </tr> </thead> <tbody> <tr> <td><b>Moody's</b></td> <td>A3</td> <td>Baa3</td> <td>P-2</td> <td>negative</td> </tr> <tr> <td><b>S&amp;P</b></td> <td>A-</td> <td>BBB</td> <td>A-2</td> <td>negative</td> </tr> <tr> <td><b>Fitch</b></td> <td>A+</td> <td>A</td> <td>F1+</td> <td>stable</td> </tr> </tbody> </table> <p>Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.</p> <p>Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.</p> <p>S&amp;P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&amp;P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&amp;P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".</p>		Long-term Senior Notes	Subordinated Notes	Short-term Notes	Outlook	<b>Moody's</b>	A3	Baa3	P-2	negative	<b>S&amp;P</b>	A-	BBB	A-2	negative	<b>Fitch</b>	A+	A	F1+	stable
	Long-term Senior Notes	Subordinated Notes	Short-term Notes	Outlook																		
<b>Moody's</b>	A3	Baa3	P-2	negative																		
<b>S&amp;P</b>	A-	BBB	A-2	negative																		
<b>Fitch</b>	A+	A	F1+	stable																		

1.2 In the section "**ZUSAMMENFASSUNG – B. EMITTENTIN**", the text included under element B.17 entitled "**Ratings**" shall be deleted and replaced with the following text:

B.17	Ratings	<p>Anleger sollten beachten, dass ein Rating keine Empfehlung darstellt, von der Emittentin begebene Schuldverschreibungen zu kaufen, zu verkaufen oder zu halten.</p> <p>Darüber hinaus können die von den Rating-Agenturen vergebenen Ratings jederzeit aufgehoben, herabgestuft oder zurückgezogen werden.</p> <p>Die folgenden Ratings gelten für die UniCredit Bank (Stand: Oktober 2013):</p> <table border="1"> <thead> <tr> <th></th> <th>Schuldverschreibungen mit langer Laufzeit</th> <th>Nachrangige Schuldverschreibungen</th> <th>Schuldverschreibungen mit kurzer Laufzeit</th> <th>Ausblick</th> </tr> </thead> <tbody> <tr> <td><b>Moody's</b></td> <td>A3</td> <td>Baa3</td> <td>P-2</td> <td>negativ</td> </tr> <tr> <td><b>S&amp;P</b></td> <td>A-</td> <td>BBB</td> <td>A-2</td> <td>negativ</td> </tr> <tr> <td><b>Fitch</b></td> <td>A+</td> <td>A</td> <td>F1+</td> <td>stabil</td> </tr> </tbody> </table> <p>Die langfristigen Bonitätsratings von Fitch folgen der Skala AAA, AA, A, BBB, BB, B, CCC, CC, C bis hinunter zu D. Fitch verwendet die Modifikatoren "+" und "-" für alle Ratingklassen zwischen AA und CCC, um die relative Position innerhalb der jeweiligen Ratingklasse anzuzeigen. Die kurzfristigen Ratings von Fitch zeigen die potenzielle Ausfallstufe innerhalb eines 12-Monats-Zeitraums durch die Stufen F1+, F1, F2, F3, F4, B, C und D an.</p>		Schuldverschreibungen mit langer Laufzeit	Nachrangige Schuldverschreibungen	Schuldverschreibungen mit kurzer Laufzeit	Ausblick	<b>Moody's</b>	A3	Baa3	P-2	negativ	<b>S&amp;P</b>	A-	BBB	A-2	negativ	<b>Fitch</b>	A+	A	F1+	stabil
	Schuldverschreibungen mit langer Laufzeit	Nachrangige Schuldverschreibungen	Schuldverschreibungen mit kurzer Laufzeit	Ausblick																		
<b>Moody's</b>	A3	Baa3	P-2	negativ																		
<b>S&amp;P</b>	A-	BBB	A-2	negativ																		
<b>Fitch</b>	A+	A	F1+	stabil																		

		<p>Moody's vergibt langfristige Ratings anhand der folgenden Skala: Aaa, Aa, A, Baa, Ba, B, Caa, Ca und C. Jeder allgemeinen Ratingkategorie von Aa bis Caa weist Moody's die numerischen Modifikatoren "1", "2" und "3" zu. Der Modifikator "1" zeigt an, dass die Bank am oberen Ende ihrer Buchstaben-Ratingklasse steht, der Modifikator "2" steht für ein mittleres Ranking und der Modifikator "3" zeigt an, dass die Bank sich am unteren Ende ihrer Buchstaben-Ratingklasse befindet. Die kurzfristigen Ratings von Moody's stellen eine Einschätzung der Fähigkeit des Emittenten dar, kurzfristigen finanziellen Verpflichtungen nachzukommen, und reichen von P-1, P-2, P-3 bis hinunter zu NP.</p> <p>S&amp;P vergibt langfristige Bonitätsratings anhand der folgenden Skala: AAA bis D. Die Ratings von AA bis CCC können durch ein "+" oder "-" modifiziert werden, um die relative Position innerhalb der Hauptratingklasse anzugeben. S&amp;P kann darüber hinaus eine Einschätzung (genannt <i>Credit Watch</i>) abgeben, ob ein Rating in naher Zukunft voraussichtlich ein Upgrade (positiv) erhält, ein Downgrade (negativ) erhält oder ob die Tendenz ungewiss ist (neutral). S&amp;P weist spezifischen Emissionen kurzfristige Ratings auf einer Skala von A-1, A-2, A-3, B, C bis hinab zu D zu. Innerhalb der Klasse A-1 kann das Rating mit einem "+" versehen werden.</p>
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1.3 In the section "**General Information on the Notes**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Notes currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Ratings Services ("**S&P**") (Status: October 2013):

	<b>Long-term Senior Notes</b>	<b>Subordinated Notes</b>	<b>Short-term Notes</b>	<b>Outlook</b>
<b>Moody's</b>	A3	Baa3	P-2	negative
<b>S&amp;P</b>	A-	BBB	A-2	negative
<b>Fitch</b>	A+	A	F1+	stable

The Notes to be offered may be rated or unrated. Where an issue of Notes is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Notes and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.

S&P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Fitch and Moody's are established in the European Union and have been registered under Regulation (EC) No. 1060/2009 (as amended from time to time) (the "**CRA Regulation**"). S&P is not established

in the European Union but a European Union affiliate has been registered under the CRA Regulation. In accordance with the CRA Regulation, a list of registered credit rating agencies under the CRA Regulation is published by the European Securities and Markets Authority (ESMA) on its website.

The European Securities and Markets Authority (“ESMA”) publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update.”

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

In the section "**Description of the Issuer**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Certificates currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Ratings Services ("**S&P**") (Status: October 2013):

	<b>Long-term Senior Instruments</b>	<b>Subordinated Instruments</b>	<b>Short-term Instruments</b>	<b>Outlook</b>
<b>Moody's</b>	A3	Baa3	P-2	negative
<b>S&amp;P</b>	A-	BBB	A-2	negative
<b>Fitch</b>	A+	A	F1+	stable

The Certificates to be offered may be rated or unrated. Where an issue of Certificates is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Certificates and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.

S&P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Fitch and Moody's are established in the European Union and have been registered under Regulation (EC) No. 1060/2009 (as amended from time to time) (the "**CRA Regulation**"). S&P is not established in the European Union but a European Union affiliate has been registered under the CRA Regulation. In

accordance with the CRA Regulation, a list of registered credit rating agencies under the CRA Regulation is published by the European Securities and Markets Authority (ESMA) on its website.

The European Securities and Markets Authority ("ESMA") publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update."

**3. 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**

In the section "**Description of the Issuer**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Instruments currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Ratings Services ("**S&P**") (Status: October 2013):

	<b>Long-term Senior Instruments</b>	<b>Subordinated Instruments</b>	<b>Short-term Instruments</b>	<b>Outlook</b>
<b>Moody's</b>	A3	Baa3	P-2	negative
<b>S&amp;P</b>	A-	BBB	A-2	negative
<b>Fitch</b>	A+	A	F1+	stable

The Instruments to be offered may be rated or unrated. Where an issue of Instruments is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Instruments and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.

S&P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Fitch and Moody's are established in the European Union and have been registered under Regulation (EC) No. 1060/2009 (as amended from time to time) (the "**CRA Regulation**"). S&P is not established in the European Union but a European Union affiliate has been registered under the CRA Regulation. In



accordance with the CRA Regulation, a list of registered credit rating agencies under the CRA Regulation is published by the European Securities and Markets Authority (ESMA) on its website.

The European Securities and Markets Authority ("ESMA") publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update."

**4. CHANGES TO THE PROSPECTUS FOR THE EURO 10,000,000,000 CREDIT LINKED SECURITIES PROGRAMME FOR THE ISSUANCE OF CREDIT LINKED NOTES AND CREDIT LINKED CERTIFICATES DATED 22 JUNE 2011**

In the section "**Information about the Issuer**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Securities currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Ratings Services ("**S&P**") (Status: October 2013):

	<b>Long-term Senior Instruments</b>	<b>Subordinated Instruments</b>	<b>Short-term Instruments</b>	<b>Outlook</b>
<b>Moody's</b>	A3	Baa3	P-2	negative
<b>S&amp;P</b>	A-	BBB	A-2	negative
<b>Fitch</b>	A+	A	F1+	stable

The Securities to be offered may be rated or unrated. Where an issue of Securities is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.

S&P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Fitch and Moody's are established in the European Union and have been registered under Regulation (EC) No. 1060/2009 (as amended from time to time) (the "**CRA Regulation**"). S&P is not established in the European Union but a European Union affiliate has been registered under the CRA Regulation. In

accordance with the CRA Regulation, a list of registered credit rating agencies under the CRA Regulation is published by the European Securities and Markets Authority (ESMA) on its website.

The European Securities and Markets Authority ("ESMA") publishes on its website (www.esma.europa.eu) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update."

**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 2011**

In the section "**Description of the Issuer**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 3 of this Supplement.

**6. 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**

In the section "**Information about the Issuer**", the section "**Ratings**" shall be deleted and replaced by the text as stated under Section 4 of this Supplement.

**7. 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**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 3 of this Supplement.

**8. 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**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 3 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 AND CREDIT LINKED INSTRUMENTS), CERTIFICATES AND WARRANTS DATED 4 MARCH 2009**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the following text:

"Instruments currently issued by HVB have been rated as follows by Fitch Ratings Ltd. ("**Fitch**"), Moody's Investors Service Ltd. ("**Moody's**") and Standard & Poor's Ratings Services ("**S&P**") (Status: October 2013):

	<b>Long-term Senior Notes</b>	<b>Subordinated Notes</b>	<b>Short-term Notes</b>	<b>Outlook</b>	<b>Public Sector Pfandbriefe</b>	<b>Mortgage Pfandbriefe</b>
<b>Moody's</b>	A3	Baa3	P-2	negative	Aaa	Aa1
<b>S&amp;P</b>	A-	BBB	A-2	negative	AAA	-
<b>Fitch</b>	A+	A	F1+	stable	AAA	AAA

The Instruments to be offered may be rated or unrated. Where an issue of Instruments is rated, its rating may not be the same as the rating as set out above and such rating may be disclosed in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold Instruments and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Fitch's long-term credit ratings are set up along a scale from AAA, AA, A, BBB, BB, B, CCC, CC, C down to D. Fitch uses the intermediate modifiers "+" and "-" for each category between AA and CCC to show the relative standing within the relevant rating categories. Fitch's short-term ratings indicate the potential level of default within a 12-month period at the levels F1+, F1, F2, F3, F4, B, C and D.

Moody's appends long-term obligation ratings at the following levels: Aaa, Aa, A, Baa, Ba, B, Caa, Ca and C. To each generic rating category from Aa to Caa Moody's assigns the numerical modifiers "1", "2" and "3". The modifier "1" indicates that the bank is in the higher end of its letter-rating category, the modifier "2" indicates a mid-range ranking and the modifier "3" indicates that the bank is in the lower end of its letter-rating category. Moody's short-term ratings are opinions of the ability of issuers to honor short-term financial obligations and range from P-1, P-2, P-3 down to NP.

S&P assign long-term credit ratings on a scale from AAA to D. The ratings from AA to CCC may be modified by the addition of a "+" or "-" to show the relative standing within the major rating categories. S&P may also offer guidance (termed a "credit watch") as to whether a rating is likely to be upgraded (positive), downgraded (negative) or uncertain (neutral). S&P assigns short-term credit ratings for specific issues on a scale from A-1, A-2, A-3, B, C down to D. Within the A-1 category the rating can be designated with a "+".

HVB confirms that the information contained in this section "Ratings" has been accurately reproduced and that as far as HVB is aware and is able to ascertain from information published by Fitch, Moody's and S&P, respectively, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Fitch and Moody's are established in the European Union and have been registered under Regulation (EC) No. 1060/2009 (as amended from time to time) (the "**CRA Regulation**"). S&P is not established in the European Union but a European Union affiliate has been registered under the CRA Regulation. In accordance with the CRA Regulation, a list of registered credit rating agencies under the CRA Regulation is published by the European Securities and Markets Authority (ESMA) on its website.

The European Securities and Markets Authority ("**ESMA**") publishes on its website ([www.esma.europa.eu](http://www.esma.europa.eu)) a list of credit rating agencies registered in accordance with the CRA Regulation. That list is updated within five working days following the adoption of a decision under Article 16, 17 or 20 CRA Regulation. The European Commission shall publish that updated list in the Official Journal of the European Union within 30 days following such update."

**10. 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**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 9 of this Supplement.

**11. 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**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 9 of this Supplement.

**12. 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**

In the section "**General Information**", the text under the heading "**Ratings**" shall be deleted and replaced by the text as stated under Section 9 of this Supplement.

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Signed by

Michael Furmans

Michaela Karg