

This document constitutes a supplement (the "**Supplement**") to the base prospectus dated 24 June 2013, as supplemented with the supplements, dated 25 July 2013 and 16 September 2013,, pursuant to section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*).

3rd Supplement

**to the Base Prospectus dated 24 June 2013
for the issuance of Knock-out Securities and Warrants**

under the Euro 50,000,000,000 Debt Issuance Programme
UniCredit Bank AG
Munich, Federal Republic of Germany



6 March 2014

This Supplement is to be read and construed in conjunction with the base prospectus listed above (the "**Base Prospectus**") and in connection with any issue of 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.

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, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act.

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, 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, LCD7SR 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:

Material inaccuracies of the Base Prospectus pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act concern (i) the inaccurate definition of the Exercise Price and (ii) the inaccurate definition of the FX Valuation Date.

Therefore, the Base Prospectus is amended as follows:

1. In the section "**Part C – SPECIAL CONDITIONS OF THE SECURITIES**", "*Option 15: In the case of Mini Future Securities linked to a share, the following applies:*", "*Option 16: In the case of Mini Future Securities linked to an index, the following applies:*" and "*Option 17: In the case of Mini Future Securities linked to a commodity, the following applies:*" the following paragraph:

""**Exercise Price**" means an amount in the Underlying Currency determined by the Calculation Agent in its reasonable discretion (§ 315 BGB) which the Issuer would receive following the liquidation of Hedging Transactions for an Underlying at the Relevant Exchange or, as the case may be, Determining Futures Exchange. Subject to a Market Disruption at the Relevant Exchange or, as the case may be, Determining Futures Exchange, the Issuer will specify the Exercise Price within three hours after the determination of a Knock-out Event (the "**Dissolution Period**"). If the Dissolution Period ends after the official close of trading on the Relevant Exchange or, as the case may be, Determining Futures Exchange, the Dissolution Period is extended by the period after the start of trading on the immediately following day, on which trading takes place which otherwise would fall after the official close of trading."

shall be deleted and replaced by the following paragraph:

""**Exercise Price**" means an amount in the Underlying Currency determined by the Calculation Agent in its reasonable discretion (§ 315 BGB) which the Issuer would receive following the liquidation of Hedging Transactions for an Underlying at the Relevant Exchange or, as the case may be, Determining Futures Exchange. Subject to a Market Disruption at the Relevant Exchange or, as the case may be, Determining Futures Exchange, the Issuer will specify the Exercise Price within three hours after the determination of a Knock-out Event (the "**Dissolution Period**"). If the Dissolution Period ends after the official close of trading on the Relevant Exchange or, as the case may be, Determining Futures Exchange, the Dissolution Period is extended by the period after the start of trading on the immediately following Calculation Date, on which trading takes place which otherwise would fall after the official close of trading."

2. In the section "**Part C – SPECIAL CONDITIONS OF THE SECURITIES**", "*Option 1: In the case of classical Warrants linked to a share, the following applies:*", "*Option 2: In the case of classical Warrants linked to an index, the following applies:*", "*Option 3: In the case of classical Warrants linked to a commodity, the following applies:*", "*Option 4: In the case of Discount Warrants linked to a share, the following applies:*", "*Option 5: In the case of Discount Warrants linked to an index, the following applies:*", "*Option 6: In the case of Discount Warrants linked to a commodity, the following applies:*", "*Option 7: In the case of Turbo Securities linked to a share, the following applies:*", "*Option 8: In the case of Turbo Securities linked to an index, the following applies:*", "*Option 9: In the case of Turbo Securities linked to a commodity, the following applies:*", "*Option 10: In the case of Turbo Open End Securities linked to a share, the following applies:*", "*Option 11: In the case of Turbo Open End Securities linked to an index, the following applies:*", "*Option 12: In the case of Turbo Open End Securities linked to a commodity, the following applies:*", "*Option 15: In the case of Mini Futures linked to a share, the following applies:*", "*Option 16: In the case of Mini Futures linked to an index, the following applies:*" and "*Option 17: In the case of Mini Futures linked to a commodity, the following applies:*" the following paragraph:

""**FX Valuation Date**" means the FX Valuation Date immediately following the respective Valuation Date.]"

shall be deleted and replaced by the following paragraph:

""**FX Valuation Date**"" means the FX Calculation Date immediately following the respective Valuation Date.]".

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Signed by

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