

This document constitutes a supplement (the "**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 base prospectuses dated 19 August 2014, 11 September 2014, 22 September 2014 and 20 October 2014.

## **Supplement**

**(i) to the Base Prospectus dated 22 September 2014**

**of**

**UniCredit Bank AG**

Munich, Federal Republic of Germany

and

**UniCredit International Bank (Luxembourg) S.A.**

Luxembourg, Grand Duchy of Luxembourg

for the issue of Single Underlying and Multi Underlying Securities (with capital protection)

**under the Euro 50,000,000,000 Debt Issuance Programme of UniCredit Bank AG and the Euro 1,000,000,000 Debt Issuance Programme of UniCredit International Bank (Luxembourg) S.A.**

and

**(ii) to the Base Prospectus dated 20 October 2014**

**of**

**UniCredit Bank AG**

Munich, Federal Republic of Germany

and

**UniCredit International Bank (Luxembourg) S.A.**

Luxembourg, Grand Duchy of Luxembourg

for the issuance of Fund-linked Securities

**under the Euro 50,000,000,000 Debt Issuance Programme of UniCredit Bank AG and the Euro 1,000,000,000 Debt Issuance Programme of UniCredit International Bank (Luxembourg) S.A.**

and

**(iii) to the Base Prospectus dated 19 August 2014**

**of**

**UniCredit Bank AG**

Munich, Federal Republic of Germany

and

**UniCredit International Bank (Luxembourg) S.A.**

Luxembourg, Grand Duchy of Luxembourg

for the issue of Credit Linked Securities

**under the Euro 7,000,000,000 Credit Linked Securities Programme of UniCredit Bank AG and the Euro 7,000,000,000 Credit Linked Securities Programme of UniCredit International Bank (Luxembourg) S.A.**

and

(iv) to the Base Prospectus dated 11 September 2014  
of

**UniCredit Bank AG**  
Munich, Federal Republic of Germany

and

**UniCredit International Bank (Luxembourg) S.A.**  
Luxembourg, Grand Duchy of Luxembourg

for the issue of Credit Linked Securities

under the Euro 7,000,000,000 Credit Linked Securities Programme of UniCredit Bank AG and the Euro 7,000,000,000 Credit Linked Securities Programme of UniCredit International Bank (Luxembourg) S.A.



**UniCredit Bank AG**

(incorporated as a stock corporation under the laws of the Federal Republic of Germany and registered with the Commercial Register at the Local Court (*Amtsgericht*) in Munich under number HRB 42148)



**UniCredit International Bank (Luxembourg) S.A.**

(incorporated as a public limited liability company (*société anonyme*) under the laws of the Grand Duchy of Luxembourg, having its registered office at 8-10, rue Jean Monnet, L - 2180 Luxembourg and registered with the Luxembourg trade and companies register under number B.103.341)

**5 June 2015**

This Supplement is to be read and construed in conjunction with the base prospectuses listed above (each a "**Base Prospectus**" and together the "**Base Prospectuses**") and, with respect to the Base Prospectuses described under (i) and (ii) above, the first supplement dated 20 January 2015, the second supplement dated 12 February 2015, the third supplement dated 5 March 2015 and the fourth supplement dated 12 May 2015, and, with respect to the Base Prospectuses described under (iii) and (iv) above, the first supplement dated 20 January 2015, the second supplement dated 5 March 2015 and the third supplement dated 12 May 2015, and in connection with any issue of securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Base Prospectuses, references in the Final Terms to the respective Base Prospectus are to be read as references to the relevant Base Prospectus as amended and supplemented.

**UniCredit Bank AG, UniCredit International Bank (Luxembourg) S.A. and UniCredit S.p.A. accept responsibility for the information contained in this Supplement and declare that, having taken all reasonable care to ensure that this is the case, the information contained in this Supplement is, to the best of their 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 Base Prospectus before this Supplement is published shall have the right, exercisable within two working days after the publication of the Supplement, which is 9 June 2015, 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 Article 13.2 of Chapter 1 of Part II of the Prospectus Act. A corresponding revocation notice should be addressed to UniCredit Bank AG, LCD7SR Structured Securities & Regulatory, Arabellastrasse 12, 81925 Munich, Germany, Facsimile No.: +49 89 378 13944.

This Supplement and the Base Prospectuses are available during usual business hours on any weekday (except Saturdays and public holidays) for inspection in the English language free of charge at the office of UniCredit Bank AG, LCD7DC Debt Capital Markets Legal, Arabellastrasse 12, 81925 Munich, Germany, and at the office of UniCredit International Bank (Luxembourg) S.A. (8-10 rue Jean Monnet, L-2180 Luxembourg) and are also published in electronic form on the website [www.onemarkets.de](http://www.onemarkets.de) or any successor page as well as the Luxembourg Stock Exchange's website ([www.bourse.lu](http://www.bourse.lu)).

The Issuers have requested the *Commission de Surveillance du Secteur Financier* to provide the competent authorities in relation to the relevant Base Prospectuses with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Law.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any statement in, or incorporated by reference, in any Base Prospectus, the statements in (i) shall prevail.

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On 19 May 2015, the sixth supplement (the "**Sixth Supplement – EMTN**") to the base prospectus dated 2 July 2014, as supplemented, in connection with the €60,000,000,000 Euro Medium Term Note Programme established by UniCredit S.p.A. ("**UniCredit**" and, in the case of Notes issued by UniCredit Bank AG ("**HVB**") and UniCredit International Bank (Luxembourg) S.A. ("**UniCredit International Luxembourg**"), the "**Guarantor**"), UniCredit Bank Ireland p.l.c. and UniCredit International Luxembourg was approved by the Luxembourg *Commission de Surveillance du Secteur Financier* ("**CSSF**").

On 19 May 2015, Fitch Ratings Ltd. ("**Fitch**") lowered the rating of HVB for long-term senior notes from "A+" to "A-" and for short-term notes from "F1+" to "F2".

As a result, certain information in the Base Prospectuses needs to be updated. Therefore, the purpose of the submission of this Supplement is to update (i) the section "General Information", (ii) the subsection "Information Incorporated by Reference in this Base Prospectus" in the section "General Information" to incorporate by reference (a) the unaudited consolidated interim report as at 31 March 2015 of UniCredit (the "**UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release**") published as a press release on 12 May 2015, (b) the audited consolidated financial statements as at and for the year ended 31 December 2014 of UniCredit (the "**UniCredit 2014 Consolidated Financial Statements**"), (c) the audited consolidated annual financial statements as at and for the financial year ended 31 December 2014 of UniCredit International Luxembourg, (iii) the section "Summary Note", and (iv) the section "General Information on the Securities", in each case, of each of the relevant Base Prospectuses.

HVB, UniCredit International Luxembourg and UniCredit therefore announce the following changes with regard to the Base Prospectuses:

## 1. General Information

*a. Significant Changes in the Financial Position of the Issuers and, if the Securities are Guaranteed Securities, the Guarantor and Trend Information*

In all Base Prospectuses, the last two paragraphs in the section "GENERAL INFORMATION", "Significant Changes in the Financial Position of the Issuers and, if the Securities are Guaranteed Securities, the Guarantor and Trend Information" shall be replaced by the following text:

"There has been (i) no significant change in the financial or trading position of UniCredit International Luxembourg since 31 December 2014, and (ii) no material adverse change in the prospects of UniCredit International Luxembourg since 31 December 2014, the date of its last published audited financial statements.

There has been (i) no significant change in the financial or trading position of UniCredit and the UniCredit Group since 31 March 2015, and (ii) no material adverse change in the prospects of UniCredit and the UniCredit Group since 31 December 2014, the date of its last published audited financial statements."

## 2. Information Incorporated by Reference

*a. In the BASE PROSPECTUS DATED 22 SEPTEMBER 2014 FOR THE ISSUANCE OF SINGLE UNDERLYING AND MULTI UNDERLYING SECURITIES (WITH CAPITAL PROTECTION) the table in the section "GENERAL INFORMATION", "Information incorporated by reference in this Base Prospectus" shall be amended as follows:*

i. between the sections "Fourth Supplement dated 20 February 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Unaudited Consolidated Half Year Financial Report of HVB Group as at 30 June 2014" the following section shall be included:

<p><b>Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014</b></p>		
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- Documents incorporated by reference	p. 2 - 5	p. 75
- Summary Note	p. 5	p. 75
- Description of UniCredit and the UniCredit Group	p. 5	p. 75
- General Information	p. 5 – 6	p. 75
- General	p. 6	p. 75
- Annex 1	p. 7 – 39	p. 75
- Annex 2	p. 40	p. 75

ii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2013 has been updated.</u></p>		
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iii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014,</u></p>		
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<u>from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2012 has been updated.</u>		
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iv. between the sections "Unaudited Consolidated Half Year Financial Report of HVB Group as at 30 June 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<b>Audited Consolidated Annual Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the Financial Year ended 31 December 2014</b>		
- Consolidated statement of financial position	p. 12	p. 75
- Consolidated statement of comprehensive income	p. 13	p. 75
- Consolidated statement of changes in equity	p. 14 - 15	p. 75
- Consolidated statement of cash flows	p. 16 - 17	p. 75
- Notes to the consolidated financial statements	p. 18 - 53	p. 75
Report of the <i>réviseur d'entreprises agréé</i>	p. 10 - 11	p. 75

v. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" shall be amended as follows:

<b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013</b>		
<u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is</u>		

<b><u>incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2013 has been updated.</u></b>		
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vi. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012" shall be amended as follows:

<b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012</b>		
<b><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2012 has been updated.</u></b>		

vii. between the sections "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" and "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" the following section shall be included:

<b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2014</b>		
- Report on Operations	p. 27-63	p. 75
- Consolidated Account	p. 87-98	p. 75
- Notes to the Consolidated Accounts	p. 99-546	p. 75
- Annexes	p. 547-562	p. 75
- Certification	p. 563-566	p. 75



- Report of the External Auditors	p. 567-569	p. 75
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viii. following the section "Unaudited Consolidated Interim Report of UniCredit Group as at 30 June 2014" the following section shall be included:

<b>UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release</b>		
- Group results	p. 1-6	p. 75
- UniCredit Group: Reclassified Income Statement	p. 7	p. 75
- UniCredit Group: Reclassified Balance Sheet	p. 8	p. 75
- Other UniCredit Group Tables (Core and non-core Reclassified Income Statement, Shareholders' Equity, EPS evolution, Loans to customers – Asset Quality, Staff and Branches, Ratings)	p. 9-13	p. 75
- Bases for Preparation	p. 14-15	p. 75
- Certification	p. 16-17	p. 75

b. *In the BASE PROSPECTUS DATED 20 OCTOBER 2014 FOR THE ISSUANCE OF FUND-LINKED SECURITIES the table in the section "GENERAL INFORMATION", "Information incorporated by reference in this Base Prospectus" shall be amended as follows:*

i. between the sections "Fourth Supplement dated 20 February 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Unaudited Consolidated Half Year Financial Report of HVB Group as at 30 June 2014" the following section shall be included:

<b>Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014</b>		
- Documents incorporated by reference	p. 2 - 5	p. 77
- Summary Note	p. 5	p. 77
- Description of UniCredit and the UniCredit Group	p. 5	p. 77
- General Information	p. 5 – 6	p. 77
- General	p. 6	p. 77

- Annex 1	p. 7 – 39	p. 77
- Annex 2	p. 40	p. 77

ii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2013 has been updated.</u></p>		
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iii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2012 has been updated.</u></p>		
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iv. between the sections "Unaudited Consolidated Half Year Financial Report of HVB Group as at 30 June 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<b>Audited Consolidated Annual Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the Financial Year ended 31 December 2014</b>		
- Consolidated statement of financial position	p. 12	p. 77
- Consolidated statement of comprehensive income	p. 13	p. 77
- Consolidated statement of changes in equity	p. 14 - 15	p. 77
- Consolidated statement of cash flows	p. 16 - 17	p. 77
- Notes to the consolidated financial statements	p. 18 - 53	p. 77
Report of the <i>réviseur d'entreprises agréé</i>	p. 10 - 11	p. 77

v. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" shall be amended as follows:

<b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013</b>		
<u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2013 has been updated.</u>		

vi. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012" shall be amended as follows:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012</b></p> <p><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2012 has been updated.</u></p>		
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vii. between the sections "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" and "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" the following section shall be included:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2014</b></p> <ul style="list-style-type: none"> <li>- Report on Operations</li> <li>- Consolidated Account</li> <li>- Notes to the Consolidated Accounts</li> <li>- Annexes</li> <li>- Certification</li> <li>- Report of the External Auditors</li> </ul>	<p>p. 27-63</p> <p>p. 87-98</p> <p>p. 99-546</p> <p>p. 547-562</p> <p>p. 563-566</p> <p>p. 567-569</p>	<p>p. 75</p> <p>p. 75</p> <p>p. 75</p> <p>p. 75</p> <p>p. 75</p> <p>p. 75</p>
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viii. following the section "Unaudited Consolidated First Half Financial Report of UniCredit Group as at 30 June 2014" the following section shall be included:

<p><b>UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release</b></p>		
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- Group results	p. 1-6	p. 77
- UniCredit Group: Reclassified Income Statement	p. 7	p. 77
- UniCredit Group: Reclassified Balance Sheet	p. 8	p. 77
- Other UniCredit Group Tables (Core and non-core Reclassified Income Statement, Shareholders' Equity, EPS evolution, Loans to customers – Asset Quality, Staff and Branches, Ratings)	p. 9-13	p. 77
- Bases for Preparation	p. 14-15	p. 77
- Certification	p. 16-17	p. 77

c. *In the BASE PROSPECTUS DATED 19 AUGUST 2014 FOR THE ISSUE OF CREDIT LINKED SECURITIES the section "GENERAL INFORMATION", "Information incorporated by reference in this Base Prospectus" shall be amended as follows:*

i. between the sections "Fourth Supplement dated 20 February 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<b>Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014</b>		
- Documents incorporated by reference	p. 2 - 5	p. 56
- Summary Note	p. 5	p. 56
- Description of UniCredit and the UniCredit Group	p. 5	p. 56
- General Information	p. 5 – 6	p. 56
- General	p. 6	p. 56
- Annex 1	p. 7 – 39	p. 56
- Annex 2	p. 40	p. 56

ii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2013 has been updated.</u></p>		
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- iii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012</b></p> <p><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2012 has been updated.</u></p>		
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- iv. between the sections "Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<p><b>Audited Consolidated Annual Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the Financial Year ended 31 December</b></p>		
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<b>2014</b>		
- Consolidated statement of financial position	p. 12	p. 56
- Consolidated statement of comprehensive income	p. 13	p. 56
- Consolidated statement of changes in equity	p. 14 - 15	p. 56
- Consolidated statement of cash flows	p. 16 - 17	p. 56
- Notes to the consolidated financial statements	p. 18 - 53	p. 56
Report of the <i>réviseur d'entreprises agréé</i>	p. 10 - 11	p. 56

v. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" shall be amended as follows:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013</b></p> <p><b><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2013 has been updated.</u></b></p>		
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vi. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012" shall be amended as follows:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012</b></p> <p><b><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit</u></b></p>		
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<p><b><u>S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2012 has been updated.</u></b></p>		
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vii. between the sections "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" and "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" the following section shall be included:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2014</b></p> <ul style="list-style-type: none"> <li>- Report on Operations</li> <li>- Consolidated Account</li> <li>- Notes to the Consolidated Accounts</li> <li>- Annexes</li> <li>- Certification</li> <li>- Report of the External Auditors</li> </ul>	<p>p. 27-63</p> <p>p. 87-98</p> <p>p. 99-546</p> <p>p. 547-562</p> <p>p. 563-566</p> <p>p. 567-569</p>	<p>p. 56</p> <p>p. 56</p> <p>p. 56</p> <p>p. 56</p> <p>p. 56</p> <p>p. 56</p>
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viii. following the section "Unaudited Consolidated First Half Financial Report of UniCredit S.p.A. as at 30 June 2014" the following section shall be included:

<p><b>UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release</b></p> <ul style="list-style-type: none"> <li>- Group results</li> <li>- UniCredit Group: Reclassified Income Statement</li> <li>- UniCredit Group: Reclassified Balance Sheet</li> </ul>	<p>p. 1-6</p> <p>p. 7</p> <p>p. 8</p>	<p>p. 56</p> <p>p. 56</p> <p>p. 56</p>
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- Other UniCredit Group Tables (Core and non-core Reclassified Income Statement, Shareholders' Equity, EPS evolution, Loans to customers – Asset Quality, Staff and Branches, Ratings)	p. 9-13	p. 56
- Bases for Preparation	p. 14-15	p. 56
- Certification	p. 16-17	p. 56

d. *In the BASE PROSPECTUS DATED 11 SEPTEMBER 2014 FOR THE ISSUE OF CREDIT LINKED SECURITIES the section "GENERAL INFORMATION", "Information incorporated by reference in this Base Prospectus" shall be amended as follows:*

i. between the sections "Fourth Supplement dated 20 February 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<b>Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014</b>		
- Documents incorporated by reference	p. 2 - 5	p. 57
- Summary Note	p. 5	p. 57
- Description of UniCredit and the UniCredit Group	p. 5	p. 57
- General Information	p. 5 – 6	p. 57
- General	p. 6	p. 57
- Annex 1	p. 7 – 39	p. 57
- Annex 2	p. 40	p. 57

ii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" shall be amended as follows:

<b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013</b>		
<b><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved</u></b>		

<p><b><u>the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2013 has been updated.</u></b></p>		
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iii. the section "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" shall be amended as follows:

<p><b>Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012</b></p> <p><b><u>On 22 April 2015, the Ordinary Shareholders' Meeting of UniCredit International Luxembourg approved the Audited Consolidated Annual Financial Statements as at and for the financial year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit International Luxembourg as at and for the financial year ended 31 December 2012 has been updated.</u></b></p>		
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iv. between the sections "Sixth Supplement dated 19 May 2015 to the 60,000,000,000 Euro Medium Term Note Programme of UniCredit S.p.A., UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A. dated 2 July 2014" and "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2013" the following section shall be included:

<p><b>Audited Consolidated Annual Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the Financial Year ended 31 December 2014</b></p> <p>- Consolidated statement of financial position</p> <p>- Consolidated statement of</p>	<p>p. 12</p> <p>p. 13</p>	<p>p. 57</p> <p>p. 57</p>
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comprehensive income		
- Consolidated statement of changes in equity	p. 14 - 15	p. 57
- Consolidated statement of cash flows	p. 16 - 17	p. 57
- Notes to the consolidated financial statements	p. 18 - 53	p. 57
Report of the <i>réviseur d'entreprises agréé</i>	p. 10 - 11	p. 57

v. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" shall be amended as follows:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013</b></p> <p><b><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of UniCredit S.p.A. as at and for the financial year ended 31 December 2013 has been updated.</u></b></p>		
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vi. the section "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012" shall be amended as follows:

<p><b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2012</b></p> <p><b><u>On 13 May 2015, the ordinary Shareholders' Meeting of UniCredit S.p.A. approved the Audited Consolidated Financial Statements as at and for the year ended 31 December 2014, from which selected information is incorporated by reference in this Base Prospectus. In this respect, the information from the Audited Consolidated Financial Statements of</u></b></p>		
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<b><u>UniCredit S.p.A. as at and for the financial year ended 31 December 2012 has been updated.</u></b>		
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vii. between the sections "Audited Consolidated Financial Statements of UniCredit International Bank (Luxembourg) S.A. as at and for the financial year ended 31 December 2012" and "Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2013" the following section shall be included:

<b>Consolidated Reports and Accounts of UniCredit S.p.A. as at and for the fiscal year ended 31 December 2014</b>		
- Report on Operations	p. 27-63	p. 57
- Consolidated Account	p. 87-98	p. 57
- Notes to the Consolidated Accounts	p. 99-546	p. 57
- Annexes	p. 547-562	p. 57
- Certification	p. 563-566	p. 57
- Report of the External Auditors	p. 567-569	p. 57

viii. following the section "Unaudited Consolidated First Half Financial Report of UniCredit S.p.A. as at 30 June 2014" the following section shall be included:

<b>UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release</b>		
- Group results	p. 1-6	p. 57
- UniCredit Group: Reclassified Income Statement	p. 7	p. 57
- UniCredit Group: Reclassified Balance Sheet	p. 8	p. 57
- Other UniCredit Group Tables (Core and non-core Reclassified Income Statement, Shareholders' Equity, EPS evolution, Loans to customers – Asset Quality, Staff and Branches, Ratings)	p. 9-13	p. 57
- Bases for Preparation	p. 14-15	p. 57

- Certification	p. 16-17	p. 57
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### 3. Summary Note

a. In all Base Prospectuses, the following information needs to be amended in each respective Summary note:

The information contained in Element **B.12** in relation to UniCredit International Luxembourg has to be amended in order to reflect the approval of the UniCredit Luxembourg 2014 Annual Report. Therefore, the text and table included under element **B.12** entitled "Selected historical key financial information:" shall be deleted and replaced with the following:

<b>B.12</b>	<b>Selected historical key financial information:</b>	
	<i>Income Statement</i>	
	The table below sets out summary information extracted from the audited consolidated annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for UniCredit International Luxembourg:	
	<b>UniCredit International Luxembourg</b>	<b>As at</b>
	<i>€ millions</i>	
		<b>Year ended 31 December 2014</b>
		<b>Year ended 31 December 2013</b>
	Operating income of which:	13
	– net interest	13
	Operating costs	(6)
Profit	8	
Profit (loss) before tax	8	
Net profit (loss)	5	
	<i>Statement of Financial Position</i>	
	The table below sets out summary information extracted from UniCredit International Luxembourg's audited consolidated statement of financial position as at and for each of the financial years ended 31 December 2014 and 31 December 2013:	
<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013</b>
Total assets	3,162	3,187

Financial assets held for trading	2	2
Loans and receivables with customers	34	123
Financial liabilities held for trading	2	2
Deposits from customers and debt securities in issue of which:	2,430	2,496
– deposits from customers	374	593
– securities in issue	2,055	1,903
Shareholders' Equity	270	250
<p><b><i>Statements of no significant or material adverse change</i></b></p> <p>Not Applicable - there has been no significant change in the financial or trading position of UniCredit International Luxembourg since 31 December 2014.</p> <p>There has been no material adverse change in the prospects of UniCredit International Luxembourg since 31 December 2014.</p>		

b. In all Base Prospectuses, the following information needs to be amended in each respective Summary note:

The information contained in Element **B.19/B.9** of the summary of the Base Prospectuses in relation to UniCredit as Guarantor has to be amended to reflect (i) the approval on 12 May 2015 by the Board of Directors of UniCredit of the UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release and (ii) the approval on 13 May 2015 by the Shareholders' Meeting of UniCredit, in its ordinary session, of the UniCredit 2014 Consolidated Financial Statements. Therefore, the text included under element **B.19/B.9** entitled "Profit forecast or estimate" shall be deleted and replaced with the following:

"Not Applicable - No profit forecasts or estimates have been made in the Base Prospectus."

c. In all Base Prospectuses, the following information needs to be amended in each respective Summary note:

The information contained in Element **B.19/B.12** of the summary of the Base Prospectuses in relation to UniCredit as Guarantor has to be amended to reflect the publication of the UniCredit 2014 Consolidated Financial Statements and the UniCredit Consolidated Interim Report as at March 31, 2015 – Press Release. Therefore, the text and table included under element **B.19/B.12** entitled "Selected historical key financial information:" shall be deleted and replaced with the following:

## B.19 B.12

## Selected historical key financial information:

*Income Statement*

The table below sets out summary information extracted from the audited consolidated annual financial statements as at and for each of the financial years ended 31 December 2014 and 31 December 2013 for the UniCredit Group:

<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013 (**)</b>	<b>Year ended 31 December 2013 (*)</b>
Operating income of which:	22,513	23,335	23,973
– net interest	12,442	12,303	12,990
– dividends and other income from equity investments	794	964	324
– net fees and commissions	7,572	7,361	7,728
Operating costs	(13,838)	(14,253)	(14,801)
Operating profit	8,675	9,082	9,172
Profit (loss) before tax	4,091	(5,220)	(4,888)
Net profit (loss) attributable to the Group	2,008	(13,965)	(13,965)

(\*) As published in "2013 Consolidated Reports and Accounts".

(\*\*) Reclassified income statement Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.

The figures in this table refer to reclassified income statement.

The table below sets out summary information extracted from the consolidated interim reports as at 31 March 2015 and 31 March 2014 for the UniCredit Group:

<i>€ millions</i>	<b>31 March 2015</b>	<b>31 March 2014 (***)</b>	<b>31 March 2014 (****)</b>
Operating income	5,749	5,588	5,578
of which:			
- net interest	2,963	3,077	3,077
- dividends and other income from equity investments	118	104	104
- net fees and	2,014	1,890	1,890

	commissions			
	Operating costs (loss)	(3,418)	(3,410)	(3,510)
	Operating profit	2,331	2,178	2,068
	Profit before tax	1,080	1,275	1,275
	Net profit attributable to the Group	512	712	712
<p>(***) Comparative figures as at 31 March 2014 have been restated  (***) As published in "Consolidated Interim Report as at March, 31 2014"</p> <p style="text-align: center;"><b>Statement of Financial Position</b></p> <p>The table below sets out summary information extracted from UniCredit Group's audited statement of financial positions as at and for each of the financial years ended 31 December 2014 and 31 December 2013:</p>				
	<i>€ millions</i>	<b>Year ended 31 December 2014</b>	<b>Year ended 31 December 2013<sup>(**)</sup></b>	<b>Year ended 31 December 2013<sup>(*)</sup></b>
	Total assets	844,217	825,919	845,838
	Financial assets held for trading	101,226	80,701	80,910
	Loans and receivables with customers of which:	470,569	483,684	503,142
	– impaired loans	41,092	39,746	39,815
	Financial liabilities held for trading	77,135	63,799	63,169
	Deposits from customers and debt securities in issue of which:	560,688	557,379	571,024
	– deposits from customers	410,412	393,113	410,930
	– securities in issue	150,276	164,266	160,094
	Shareholders' Equity	43,390	46,722	46,841
<p>(*) As published in "2013 Consolidated Reports and Accounts".  (**) Reclassified Balance sheet. Comparative figures as at 31 December 2013 have been restated mainly following the introduction of IFRS 10 and IFRS 11.</p>				



<p>The figures in these tables refer to reclassified balance sheet.</p> <p>The table below sets out summary information extracted from the consolidated interim report as at 31 March 2015 and 31 March 2014 for the UniCredit Group:</p>			
<i>€ million</i>	<b>31 March 2015</b>	<b>31 March 2014 (***)</b>	<b>31 March 2014 (****)</b>
Total assets	900,649	839,854	841,623
Financial assets held for trading	114,356	79,368	79,368
Loans and receivables with customers	482,658	483,782	484,817
Financial liabilities held for trading	90,224	62,622	62,622
Deposits from customers and debt securities in issue	573,787	560,163	560,238
of which:			
- deposits from customers	423,162	397,090	397,165
- securities in issue	150,625	163,073	163,073
<p>(***) Comparative figures as at 31 March 2014 have been restated  (****) As published in "Consolidated Interim Report as at March 31, 2014".</p> <p><b><i>Statements of no significant or material adverse change</i></b></p> <p>There has been no significant change in the financial or trading position of UniCredit and the Group since 31 March 2015 and there has been no material adverse change in the prospects of UniCredit and the Group since 31 December 2014.</p>			

- d. *In each of the BASE PROSPECTUS DATED 20 OCTOBER 2014 FOR THE ISSUANCE OF FUND-LINKED SECURITIES and the BASE PROSPECTUS DATED 22 SEPTEMBER 2014 FOR THE ISSUANCE OF SINGLE UNDERLYING AND MULTI UNDERLYING SECURITIES (WITH CAPITAL PROTECTION) the following information needs to be amended in each respective Summary note:*

The information contained in Element **B.17** in relation to UniCredit Bank AG has to be amended in order to reflect the change by Fitch of HVB's rating from "A+" to "A-" for long-term senior notes and from "F1" to "F2" for short-term notes. Therefore, the fourth paragraph shall be replaced with the following sentence:

"Notes currently issued by UniCredit Bank 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: May 2015):"

The table shall be replaced with the following table:

	<b>Long-term Senior Notes</b>	<b>Subordinated Notes</b>	<b>Short-term Notes</b>	<b>Outlook</b>
<b>Moody's</b>	Baa1	Ba1	P-2	Under review for possible upgrade
<b>S&amp;P</b>	A-	BBB-	A-2	CreditWatch with negative implications
<b>Fitch</b>	A-	BBB+	F2	negative

*e. In each of the BASE PROSPECTUS DATED 20 OCTOBER 2014 FOR THE ISSUANCE OF FUND-LINKED SECURITIES and the BASE PROSPECTUS DATED 22 SEPTEMBER 2014 FOR THE ISSUANCE OF SINGLE UNDERLYING AND MULTI UNDERLYING SECURITIES (WITH CAPITAL PROTECTION) the following information needs to be amended in each respective Summary note:*

The information contained in Element **B.19/B.17** in relation to UniCredit as Guarantor has to be amended in order to reflect the change by Fitch of UniCredit's outlook from negative to stable and Moody's long-term deposit and senior unsecured debt ratings under review for a possible upgrade. Therefore, the text and table included under element **B.19/B.17** entitled "Credit ratings" shall be deleted and replaced with the following:

<b>B.19 B.17</b>	<b>Credit ratings</b>	UniCredit S.p.A. has been rated:			
		<b>Description</b>	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch ratings</b>
		Short Term Counterparty Credit Rating	A-3	P-2	F2
		Long Term Counterparty Credit Rating	BBB-	Baa2	BBB+
		Outlook	Stable	Under Review for Upgrade	stable
		Tier II Subordinated Debt	BB	Ba2	BBB

#### **4. General Information on the Securities**

*a. BASE PROSPECTUS DATED 20 OCTOBER 2014 FOR THE ISSUANCE OF FUND-LINKED SECURITIES*

The information contained in the subsection "Ratings" of the section "General Information on the Securities" relating to HVB (p. 80) has to be amended as follows in order to reflect the change by Fitch of HVB's rating from "A+" to "A-" for long-term senior notes and from "F1" to "F2" for short-term notes:

The first paragraph shall be replaced with the following sentence:

"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: May 2015):"

The table shall be replaced with the following table:

	<b>Long-term Senior Notes</b>	<b>Subordinated Notes</b>	<b>Short-term Notes</b>	<b>Outlook</b>
<b>Moody's</b>	Baa1	Ba1	P-2	Under review for possible upgrade
<b>S&amp;P</b>	A-	BBB-	A-2	CreditWatch with negative implications
<b>Fitch</b>	A-	BBB+	F2	negative

The information contained in the subsection "Ratings" of the section "General Information on the Securities" relating to UniCredit (p. 81) has to be amended as follows in order to reflect recent changes in the ratings of UniCredit as reflected in the Sixth Supplement – EMTN:

The table shall be replaced with the following table:

<b>Description</b>	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch ratings</b>
<b>Short Term Counterparty Credit Rating</b>	A-3	P-2	F2
<b>Long Term Counterparty Credit Rating</b>	BBB-	Baa2	BBB+
<b>Outlook</b>	stable	Under review for upgrade	stable
<b>Tier II Subordinated Debt</b>	BB	Ba2	BBB

*b. BASE PROSPECTUS DATED 22 SEPTEMBER 2014 FOR THE ISSUANCE OF SINGLE UNDERLYING AND MULTI UNDERLYING SECURITIES (WITH CAPITAL PROTECTION)*

The information contained in the subsection "Ratings" of the section "General Information on the Securities" relating to HVB (p. 79) has to be amended as follows in order to reflect the change by Fitch of HVB's rating from "A+" to "A-" for long-term senior notes and from "F1" to "F2" for short-term notes:

The first paragraph shall be replaced with the following sentence:

"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: May 2015):"

The table shall be replaced with the following table:

	<b>Long-term Senior Notes</b>	<b>Subordinated Notes</b>	<b>Short-term Notes</b>	<b>Outlook</b>
<b>Moody's</b>	Baa1	Ba1	P-2	Under review for possible upgrade

<b>S&amp;P</b>	A-	BBB-	A-2	CreditWatch with negative implications
<b>Fitch</b>	A-	BBB+	F2	negative

The information contained in the subsection "Ratings" of the section "General Information on the Securities" relating to UniCredit (p. 80) has to be amended as follows in order to reflect recent changes in the ratings of UniCredit as reflected in the Sixth Supplement – EMTN:

The table shall be replaced with the following table:

<b>Description</b>	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch ratings</b>
<b>Short Term Counterparty Credit Rating</b>	A-3	P-2	F2
<b>Long Term Counterparty Credit Rating</b>	BBB-	Baa2	BBB+
<b>Outlook</b>	stable	Under review for upgrade	stable
<b>Tier II Subordinated Debt</b>	BB	Ba2	BBB