

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 March 2015

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, 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 Prospectus before this Supplement is published shall have the right, exercisable within two working days after the publication of the Supplement, which is 9 March 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.

With respect to the Prospectuses, on 11 February 2015, a new factor pursuant to Article 13.1 of Chapter 1 of Part II of the Luxembourg Act (dated 10 July 2005) has arisen through the issuance of a press release concerning the UniCredit Banking Group's preliminary results for the year ended 31 December 2014.

This Supplement and the 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 or any successor page as well as the Luxembourg Stock Exchange's website (www.bourse.lu).

The Issuers have requested the *Commission de Surveillance du Secteur Financier* to provide the competent authorities in relation to the relevant Prospectus 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 the Prospectus, the statements in (i) shall prevail.

TABLE OF CONTENTS

1.	CHANGES TO THE BASE PROSPECTUS FOR THE ISSUANCE 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., DATED 22 SEPTEMBER 2014.....	5
2.	CHANGES TO THE BASE PROSPECTUS 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., DATED 20 OCTOBER 2014	6
3.	CHANGES TO THE BASE PROSPECTUS 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., DATED 19 AUGUST 2014.....	7
4.	CHANGES TO THE BASE PROSPECTUS 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., DATED 11 SEPTEMBER 2014.....	8

The purpose of the submission of this Supplement is to update the sections "Summary" and "General Information" of the Prospectuses.

The information contained in Element B.19/B.9 of the summary of the Prospectuses in relation to UniCredit S.p.A. as Guarantor has to be amended to reflect the approval by the Board of Directors of UniCredit of the Group Preliminary Results for the year ended 31 December 2014.

On 11 February 2015, UniCredit Board of Directors approved the UniCredit Group Preliminary Results for the year ended 31 December 2014. The final approval of the Consolidated Financial Statements by the Shareholders Meeting will take place on 12 March 2015, date that qualifies as date of authorization for issue according to IAS 10 with reference to potential events after the reporting period.

The Guarantor, being the person responsible for the financial information included in the Group Preliminary Results for the year ended 31 December 2014, approves such financial information. Deloitte & Touche S.p.A., as external independent auditors of the Guarantor, have agreed that this financial information, which has not been audited, is substantially consistent with the final figures to be published in the next annual audited consolidated financial statements of UniCredit for the year ended 31 December 2014.

UniCredit Bank AG, UniCredit International Bank (Luxembourg) S.A. and UniCredit S.p.A. therefore announce the following changes with regard to the Prospectuses:

1. CHANGES TO THE BASE PROSPECTUS FOR THE ISSUANCE 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., DATED 22 SEPTEMBER 2014

1.1 In section "SUMMARY – B. ISSUER [AND GUARANTOR]", the text included under element B.19/B.9 entitled "Profit forecast or estimate" (page 15) shall be deleted and replaced with the following:

"The UniCredit Group net profit estimate amounts to €2,008 million."

1.2 In the section "General Information", subsection "Information incorporated by reference in this Base Prospectus" – between the lines "Third Supplement dated 23 December 2014 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" (page 251) the following line shall be included:

"

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	All, except for the information contained in Element B.9 in relation to UniCredit S.p.A. as Issuer and Element B.19/B.9 in relation to UniCredit S.p.A. as Guarantor and the 2014 Annual Report of Unicredit Bank Ireland p.l.c.	p. 75

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2. **CHANGES TO THE BASE PROSPECTUS 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., DATED 20 OCTOBER 2014**

2.1 In section "**SUMMARY – B. ISSUER [AND GUARANTOR]**", the text included under element B.19/B.9 entitled "**Profit forecast or estimate**" (page 13) shall be deleted and replaced with the following:

"The UniCredit Group net profit estimate amounts to €2,008 million."

2.2 In the section "**General Information**", subsection "**Information incorporated by reference in this Base Prospectus**" – between the lines "**Third Supplement dated 23 December 2014 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**" (page 384) the following line shall be included:

"

<p>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</p>	<p>All, except for the information contained in Element B.9 in relation to UniCredit S.p.A. as Issuer and Element B.19/B.9 in relation to UniCredit S.p.A. as Guarantor and the 2014 Annual Report of Unicredit Bank Ireland p.l.c.</p>	<p>p. 77</p>
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3. CHANGES TO THE BASE PROSPECTUS 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., DATED 19 AUGUST 2014

3.1 In section "SUMMARY – B. ISSUER [AND GUARANTOR]", the text included under element B.19/B.9 entitled "Profit forecast or estimate" (page 12) shall be deleted and replaced with the following:

"The UniCredit Group net profit estimate amounts to €2,008 million."

3.2 In the section "General Information", subsection "Information incorporated by reference in this Base Prospectus" – between the lines of "Third Supplement dated 23 December 2014 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" (page 362 et seq.) the following line shall be included:

"

<p>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</p>	<p>All, except for the information contained in Element B.9 in relation to UniCredit S.p.A. as Issuer and Element B.19/B.9 in relation to UniCredit S.p.A. as Guarantor and the 2014 Annual Report of Unicredit Bank Ireland p.l.c.</p>	<p>p. 56</p>
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4. CHANGES TO THE BASE PROSPECTUS 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., DATED 11 SEPTEMBER 2014

4.1 In section "**SUMMARY – B. ISSUER [AND GUARANTOR]**", the text included under element B.19/B.9 entitled "**Profit forecast or estimate**" (page 12) shall be deleted and replaced with the following:

"The UniCredit Group net profit estimate amounts to €2,008 million."

4.2 In the section "**General Information**", subsection "**Information incorporated by reference in this Base Prospectus**" – between the lines of "**Third Supplement dated 23 December 2014 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**" (page 374) the following line shall be included:

"

<p>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</p>	<p>All, except for the information contained in Element B.9 in relation to UniCredit S.p.A. as Issuer and Element B.19/B.9 in relation to UniCredit S.p.A. as Guarantor and the 2014 Annual Report of Unicredit Bank Ireland p.l.c.</p>	<p>p. 57</p>
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