



**UniCredit Bank Austria AG**

*(Incorporated as a joint stock company in the Republic of Austria under registered number FN 150714p)*

relating to the

**€40,000,000,000**

**EURO MEDIUM TERM NOTE PROGRAMME**

**FOR THE ISSUE OF NOTES INCLUDING PFANDBRIEFE AND JUMBO-PFANDBRIEFE DUE FROM ONE MONTH TO 40 YEARS FROM THE DATE OF ISSUE**

---

This supplement (the "Supplement") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC (the "Prospectus Directive") and Article 13.1 of Chapter 1 of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities (the "Prospectus Act") and is supplemental to, and should be read in conjunction with, the base prospectus dated 21 June 2013 (the "Original Prospectus") relating to a €40,000,000,000 Euro Medium Term Note Programme (the "Programme") of UniCredit Bank Austria AG (the "Issuer" or "Bank Austria"), as amended and supplemented by the prospectus supplement dated 18 July 2013 (the "First Supplement", and together with the "Original Prospectus", the "Prospectus").

The Original Prospectus was approved on 21 June 2013 by the Commission de Surveillance du Secteur Financier ("CSSF") and published on 21 June 2013 by making it available in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of Bank Austria (<http://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-21-june-2013.jsp>). The First Supplement was approved on 18 July 2013 by the CSSF and published on 18 July 2013 by making it available in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of the Issuer (<http://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-21-june-2013.jsp>).

This Supplement has been filed for approval with the CSSF in its capacity as competent authority in Luxembourg for approving this Supplement and to provide the Financial Markets Authority (Finanzmarktaufsicht) ("FMA"), being the competent authority in the Republic of Austria, as well as the respective competent authorities in each of the United Kingdom and the Federal Republic of Germany with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive. This Supplement has been filed with and approved by the CSSF on the date first above written and has been published on or about such date by making it available in electronic form on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and on the website of Bank Austria (<http://www.bankaustria.at/en/about-us-investor-relations-information-on-bonds-issues-under-base-prospectuses-base-prospectuses-base-prospectus-dated-21-june-2013.jsp>).

Terms defined in the Prospectus shall have the same meaning when used in this Supplement.

---

**This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arranger to subscribe for, or purchase, any Notes.**

---

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and b) any other statement in or incorporated by reference in the Prospectus, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

---

**In accordance with Art 16 of the Prospectus Directive and Article 13.2 of Chapter 1 of Part II of the Prospectus Act, investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. Thus, the last date for such withdrawal is 21 October 2013.**

---

*The Issuer accepts responsibility for the information contained in this Supplement. Having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.*

*No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers or UniCredit Bank AG (the "Arranger"). Neither the delivery of this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Bank Austria Group since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Bank Austria Group since the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.*

*The distribution of this Supplement and the offering or sale of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restrictions. The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended, and may include Notes in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Supplement, see "Subscription and Sale" of the Prospectus.*

*The Dealers and the Arranger have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Programme or any Notes are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Dealers or the Arranger that any recipient of this Supplement or any financial statements should purchase the Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Notes should be based upon any such investigation as it deems necessary. None of the Dealers or the Arranger undertakes to review the financial condition or affairs of the Issuer or the Bank Austria Group during the life of the arrangements contemplated by this Supplement or to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Dealers or the Arranger.*

The following significant new factor (as referred to in Art 16 (1) of the Prospectus Directive and Article 13.1 of Chapter 1 of Part II of the Prospectus Act) relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes, has arisen:

On 16 October 2013, the rating agency Standard & Poor's Credit Market Services Europe Limited discontinued its "CreditWatch with negative implications" and affirmed the Issuer's rating with a negative outlook.

Consequently, on page 4 of the Prospectus in Element B.17, the paragraph immediately preceding the table, the table and the first paragraph after the table shall be replaced in their entirety to read as follows:

"The Issuer is assigned a long-term issuer rating of Baa1 with negative outlook by Moody's Investors Service Ltd ("Moody's") and A- with negative outlook by Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"). Its Notes are rated as follows:

Type of Notes	Rating	Rating Agency
Unsubordinated Notes with a maturity of more than one year	A-	Standard & Poor's
Subordinated Capital Subordinated Notes	BBB-	Standard & Poor's
Unsubordinated Notes with a maturity of one year or less	A-2	Standard & Poor's
Unsubordinated Notes with a maturity of more than one year	Baa1	Moody's
Subordinated Capital Subordinated Notes	Ba1	Moody's
Unsubordinated Notes with a maturity of one year or less	P-2	Moody's

In regards to Pfandbriefe, Moody's assigned a rating of Aaa to Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and of Aa1 to Mortgage Covered Bonds (*Hypothekendarlehenpfandbriefe*) in July 2013. The Issuer has entered into a contract for the benefit of the holders of the Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and Mortgage Covered Bonds (*Hypothekendarlehenpfandbriefe*) pursuant to which the Issuer will undertake to increase the cover with respect to such instruments beyond the minimum cover required by law for the purpose of maintaining the current Aaa rating of the Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and the Aa1 rating of the Mortgage Covered Bonds (*Hypothekendarlehenpfandbriefe*). The Issuer's Pfandbriefe have not been assigned ratings by Standard & Poor's."

On pages 18-19 of the Prospectus in Element B.17, the paragraph immediately preceding the table, the table and the first paragraph after the table shall be replaced in their entirety to read as follows:

"Die Emittentin hat ein Langzeit-Emittentenrating von Baa1 mit negativem Ausblick von Moody's Investors Service Ltd ("Moody's") und A- mit negativem Ausblick von Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"). Das Rating der Notes lautet wie folgt:

Art der Schuldverschreibungen	Rating	Ratingagentur
Nichtnachrangige Schuldverschreibungen mit einer Laufzeit von mehr als einem Jahr	A-	Standard & Poor's
Nachrangiges Kapital darstellende nachrangige Schuldverschreibungen	BBB-	Standard & Poor's
Nichtnachrangige Schuldverschreibungen mit einer Laufzeit von höchstens einem Jahr	A-2	Standard & Poor's
Nichtnachrangige Schuldverschreibungen mit einer Laufzeit von mehr als einem Jahr	Baa1	Moody's
Nachrangiges Kapital darstellende nachrangige Schuldverschreibungen	Ba1	Moody's
Nichtnachrangige Schuldverschreibungen mit einer Laufzeit von höchstens einem Jahr	P-2	Moody's

Hinsichtlich Pfandbriefe hat Moody's den Öffentlichen Pfandbriefen ein Aaa Rating und den Hypothekendarlehenpfandbriefen ein Aa1 Rating im Juli 2013 erteilt. Die Emittentin hat eine Vereinbarung zugunsten der Inhaber der Öffentlichen Pfandbriefe und der Hypothekendarlehenpfandbriefe abgeschlossen, gemäß der die Emittentin

sich dazu verpflichtet, die sichernde Überdeckung für diese Instrumente über die gesetzliche Mindestdeckung hinaus zu erhöhen, um das derzeitige Aaa Rating der Öffentlichen Pfandbriefe und das Aa1 Rating der Hypothekendarlehen aufrechtzuerhalten. Pfandbriefe der Emittentin haben bisher von Standard & Poor's kein Rating erhalten."

On pages 280-281 of the Prospectus under "General Information – 9. Ratings", the paragraph immediately preceding the table, the table and the first paragraph after the table shall be replaced in their entirety to read as follows:

"The Issuer is assigned a long-term issuer rating of Baa1 with negative outlook by Moody's Investors Service Ltd ("Moody's") and A- with negative outlook by Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's"). Its Notes are rated as follows:

Type of Notes	Rating	Rating Agency
Unsubordinated Notes with a maturity of more than one year	A-	Standard & Poor's
Subordinated Capital Subordinated Notes	BBB-	Standard & Poor's
Unsubordinated Notes with a maturity of one year or less	A-2	Standard & Poor's
Unsubordinated Notes with a maturity of more than one year	Baa1	Moody's
Subordinated Capital Subordinated Notes	Ba1	Moody's
Unsubordinated Notes with a maturity of one year or less	P-2	Moody's

In regards to Pfandbriefe, Moody's assigned a rating of Aaa to Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and of Aa1 to Mortgage Covered Bonds (*Hypothekendarlehen*) in July 2013. The Issuer has entered into a contract for the benefit of the holders of the Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and Mortgage Covered Bonds (*Hypothekendarlehen*) pursuant to which the Issuer will undertake to increase the cover with respect to such instruments beyond the minimum cover required by law for the purpose of maintaining the current Aaa rating of the Public Sector Covered Bonds (*Öffentliche Pfandbriefe*) and the Aa1 rating of the Mortgage Covered Bonds (*Hypothekendarlehen*). The Issuer's Pfandbriefe have not been assigned ratings by Standard & Poor's."

*Disclaimer:*

*Standard & Poor's Credit Market Services Europe Limited is established in the European Union and is included as a registered rating agency in the list of credit rating agencies published by the European Securities and Markets Authority on its website (<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation.*