

**SECOND SUPPLEMENT DATED 14 AUGUST 2012
TO THE BASE PROSPECTUS DATED 26 JUNE 2012**

UNICREDIT S.p.A.

(incorporated with limited liability as a Società per Azioni in the Republic of Italy under registered number 00348170101)

and

UNICREDIT BANK IRELAND p.l.c.

(incorporated with limited liability in Ireland under registered number 240551)

and

UNICREDIT INTERNATIONAL BANK (Luxembourg) S.A.

(incorporated as a public limited liability company (société anonyme) under the laws of the Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register under number B.103.341)

unconditionally and irrevocably guaranteed by

UNICREDIT S.p.A.

in the case of Notes issued by UniCredit Bank Ireland p.l.c. and UniCredit International Bank (Luxembourg) S.A.

STRUCTURED NOTE PROGRAMME

This second supplement (the **Supplement**) to the Base Prospectus dated 26 June 2012, as previously supplemented by the first supplement dated 20 July 2012 (together, the **Prospectus**), constitutes a 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 Structured Note Programme (the **Programme**) established by UniCredit S.p.A. (**UniCredit**), UniCredit Bank Ireland p.l.c. (**UniCredit Ireland**) and UniCredit International Bank (Luxembourg) S.A. (**UniCredit International Luxembourg**) (each an **Issuer** and together the **Issuers**). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Prospectus.

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and contains no omissions likely to affect its import.

Purpose of the Supplement

The purpose of this Supplement is to (i) updating the "Documents Incorporated by Reference" section of the Prospectus to incorporate by reference the interim financial statements of UniCredit and UniCredit Ireland as at and for the six month period ended on 30 June 2012 as well as recent press releases relating to UniCredit and (ii) updating the "Description of UniCredit and the UniCredit Group" section of the Prospectus, at the paragraph entitled "Major Shareholders", with the most recent information available on UniCredit.

Unaudited consolidated interim financial statements (including limited review report) of UniCredit and unaudited interim financial statements of UniCredit Ireland in respect of the six months ended 30 June 2012

On 3 August 2012, the UniCredit Board of Directors approved the unaudited consolidated interim financial statements (including the external auditor's limited review report) of UniCredit in respect of the six months ended 30 June, 2012 (the "**Consolidated First Half Financial Report as at 30 June 2012**").

The Consolidated First Half Financial Report as at 30 June 2012 has been subject to limited review by KPMG S.p.A., UniCredit Group's external auditors.

UniCredit Ireland's unaudited interim financial statements in respect of the six months results ended 30 June, 2012 were approved on 1 August, 2012 (the "**2012 UniCredit Ireland Interim Financial Statements**").

Documents Incorporated by Reference

Copies of the Consolidated First Half Financial Report as at 30 June 2012, of the press release dated 3 August 2012 relating to its approval by the UniCredit Board of Directors and of the 2012 UniCredit Ireland Interim Financial Statements have been filed with the *Commission de Surveillance du Secteur Financier* ("**CSSF**") and, by virtue of this Supplement, such documents are incorporated in, and form part of, the Prospectus. Copies of this Supplement and all documents incorporated by reference in the Prospectus can be obtained from the registered office of each of the Issuers and from the specified office of the Paying Agents for the time being in London and Luxembourg as described on page 10 of the Prospectus. Copies of this Supplement and all documents incorporated by reference in the Prospectus will also be published on the Luxembourg Stock Exchange's website (www.bourse.lu).

The table below sets out the relevant page references for the unaudited consolidated interim financial statements for the six months ended 30 June 2012, as set out in the Consolidated First Half Financial Report as at 30 June 2012, together with the relevant external auditor's limited review report and for the unaudited interim financial statements for the six months ended 30 June 2012, as set out in the 2012 UniCredit Ireland Interim Financial Statements. Any information contained in the Consolidated First Half Financial Report as at 30 June 2012 and 2012 UniCredit Ireland Interim Financial Statements incorporated by reference herein but not listed in the table below is for information purposes only.

Document	Information Incorporated	Page Reference
Press Release "UniCredit 2Q12 Group Results" dated 3 August 2012	Entire document	all
UniCredit unaudited consolidated first half financial report as at 30 June 2012	Consolidated Balance Sheet	54-55
	Consolidated Income Statement	56

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UniCredit Ireland unaudited interim financial statements as of and for the six months ended 30 June 2012	
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UniCredit: S&P affirmed UniCredit's long and short term ratings despite assumed higher credit risk for Italian banks

On 3 August 2012, the rating agency Standard & Poor's Ratings Services, a subsidiary of The McGraw-Hill Companies, Inc. ("**S&P**") affirmed UniCredit's "BBB+/A2" long and short term ratings (outlook negative unchanged), although S&P assumes now a higher credit risk in the Italian economy. At the same time the Stand-Alone Credit Profile has been revised from "a-" to "bbb+" as a direct consequence of S&P's changed economic assumptions.

A copy of the press release dated 6 August 2012 has been filed with the CSSF and, by virtue of this Supplement, such document is incorporated by reference in, and forms part of, the Prospectus.

The credit ratings included or referred to in this Supplement have been issued by Standard & Poor's Ratings Services, a subsidiary of The McGraw-Hill Companies, Inc., which is established in the European Union and registered under the Regulation (EC) No 1060/2009 on credit rating agencies as amended by Regulation (EU) No 513/2011 (the "**CRA Regulation**"), as set out in the

list of credit rating agencies registered in accordance with the CRA Regulation which is published on the website of the European Securities and Markets Authority pursuant to such CRA Regulation.

The information set out in the following sections of the press release shall be incorporated in, and forms a part of, the Prospectus:

Documents	Information Incorporated	Page Reference
Press Release " <i>S&P affirmed UniCredit SpA's long- and short-term ratings despite assumed higher Credit Risk for Italian Banks</i> " dated 6 August 2012	Entire Document	all

Other Information

Description of UniCredit and the UniCredit Group

Major Shareholders

The section of the Prospectus entitled "*Description of UniCredit and the UniCredit Group - Major Shareholders*" on pages 280 - 281 of the Prospectus is deleted in its entirety and replaced by the information set out in Annex 1 hereto under the heading "Major Shareholders".

General

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, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.

Annex 1

MAJOR SHAREHOLDERS

As at 31 July 2012 UniCredit's share capital, fully subscribed and paid-up, amounted to €19,647,948,525.10 and was divided into 5,789,536,030 shares without a nominal value, including 5,787,112,132 ordinary shares and 2,423,898 savings shares. UniCredit's ordinary shares are listed on the Italian, German and Polish regulated markets. The shares traded on these markets have the same characteristics and confer the same rights on the holder. UniCredit's savings shares (shares without voting rights and with preferential economic rights) are only listed on the Italian regulated market.

As at 31 July 2012, the following shareholders held directly or indirectly more than 2 per cent. of UniCredit's ordinary shares:

Shareholders	Ordinary Shares	% ¹
Aabar Luxembourg S.A.R.L.	376,200,000	6.501%
PGFF Luxembourg S.A.R.L.	290,000,000	5.011%
Fondazione Cassa di Risparmio di Torino	223,133,906	3.856%
- in addition it is lender for:	29,534,856	0.510%
Fondazione Cassa di Risparmio Verona, Vicenza, Belluno e Ancona	204,508,472	3.534%
BlackRock Inc	179,790,123	3.106%
Carimonte Holding S.p.A.	174,363,205	3.013%
Capital Research and Management Company	158,097,471	2.732%
- dont on behalf of:		
EuropeanPacific Growth Found		
Right of vote for discretional asset management	127,901,060	2.210%
Allianz Group	116,650,786	2.016%
Delfin S.A.R.L.	116,005,000	2.005%
(*) Central Bank of Lybia Group	96,142,187	4.988%

(1) On ordinary capital.

(*) The ownership and the related percentage are referred – pending possible communications – to the amount of the ordinary capital preceding the increase in capital closed on 6 February 2012.

According to clause 5 of UniCredit's Articles of Association, no one entitled to vote may vote, for any reason whatsoever, for a number of company shares exceeding five per cent. of the share capital bearing voting rights.

For the purpose of computing said threshold, one must take into account the global stake held by the controlling party (be it a private individual, legal entity or company), all subsidiaries (both direct and indirect) and affiliates, as well as those shares held through trustee companies and/or third parties and/or those shares whose voting rights are attributed for any purpose or reason to a party

other than their owner; those shareholdings included in the portfolios of mutual funds managed by subsidiaries or affiliates, on the other hand, must not be taken into consideration.