

This document constitutes a supplement (the "Supplement") for the purposes of Article 16 of Directive 2003/71/EC, as amended by Directive 2010/73/EU, and should be read in conjunction with (a) the two base prospectuses for the purpose of article 5.4 of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "Prospectus Directive"): (i) the base prospectus of Evonik Industries AG in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended ("Non-Equity Securities") and (ii) the base prospectus of Evonik Finance B.V. in respect of Non-Equity Securities (together, the "Debt Issuance Programme Prospectus" or the "Prospectus") and (b) the first supplement to the Prospectus dated 13 March 2013.



EVONIK INDUSTRIES AG

(Essen, Federal Republic of Germany)

as Issuer and, in respect of notes (the "Notes") issued by
Evonik Finance B.V., as Guarantor

Evonik Finance B.V.

(Amsterdam, The Netherlands)

as Issuer

EUR 3,000,000,000

Debt Issuance Programme

(the "Programme")

The payments of all amounts due in respect of Notes issued by Evonik Finance B.V. will be unconditionally and irrevocably guaranteed by Evonik Industries AG.

Each Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "CSSF") in its capacity as competent authority under the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) which implements the Prospectus Directive into Luxembourg law (the "**Luxembourg Law**") to provide the competent authorities in the Republic of Austria, the Federal Republic of Germany, the United Kingdom of Great Britain and Northern Ireland and The Netherlands with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Luxembourg Law (each a "**Notification**"). Each Issuer may request the CSSF to provide competent authorities in additional Member States with the European Economic Area with a Notification. By approving a prospectus, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the issuer in accordance with the provisions of Article 7(7) of the Luxembourg Law.

RIGHT TO WITHDRAW

Investors who have already agreed to purchase or subscribe for Notes of any tranche to be issued under the Programme prior to publication of this Supplement are entitled to withdraw their purchase orders pursuant to Art. 13(2) of the Luxembourg Law within two working days after the publication of this Supplement until 29 May 2013 provided that the relevant purchase has not yet been completed. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

This Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Evonik Industries AG ("**Evonik**" or the "**Guarantor**" and, together with its consolidated subsidiaries, "**Evonik Group**") with its registered office in Essen, Federal Republic of Germany and Evonik Finance B.V. ("**Evonik Finance**") with its registered office in Amsterdam, The Netherlands (herein each also called an "**Issuer**" and, together, the "**Issuers**") accept responsibility for the information given in this Supplement.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement. All references in the Prospectus to "the Prospectus", "this Prospectus" or any other similar expression, in particular regarding confirmations and representations as to the information contained therein, shall be deemed to also refer to this Supplement.

This Supplement shall only be distributed in connection with the Prospectus and any previous supplements thereto. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplement 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 which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

This Supplement including the documents incorporated by reference therein will be published in electronic form on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The Issuers hereby provide the following general information in connection with, and announce the following changes to, the Prospectus:

A. Changes to the Summary of the Prospectus

1. In the section "**Summary – Section B – Evonik Industries AG as [Issuer] [Guarantor]**" on pages 7 and 8 of the Prospectus, **in item B.12**, the first table included under the heading of "**Selected historical key financial information**" shall be deleted and replaced with the following table:

	1 January 2013 - 31 March 2013	1 January 2012 - 31 December 2012	1 January 2011 - 31 December 2011
	million EUR		
Sales	3,263	13,629	14,540
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	589	2,589	2,768
Earnings before interest, taxes and adjustments (Adjusted EBIT)	415	1,953	2,099
Net income	289	1,164	1,011
Cash flow from operating activities	213	1,420	1,309
	31 March 2013	31 December 2012	31 December 2011
	million EUR		
Total assets	17,012	16,663	16,944
Total equity	5,363	6,829	6,074
Non-current liabilities	6,517	5,617	7,484
Current liabilities	5,132	4,217	3,386

2. In the section "**Summary – Section B – Evonik Industries as [Issuer] [Guarantor]**" on page 8 of the Prospectus, **in item B.12**, the text under the heading of "**Significant change in the financial and trading position**" shall be deleted and replaced with the following text:

"There has been no significant change in the financial or trading position of Evonik since 31 March 2013."

3. In the section "**Summary – Section B – Evonik Industries as [Issuer] [Guarantor]**" on pages 8 and 9 of the Prospectus, **in item B.16**, the text under the heading of "**Major shareholders**" shall be deleted and replaced with the following text:

"Evonik's current direct major shareholders are RAG-Stiftung, Essen, Germany (approximately 69 %), Gabriel Acquisitions GmbH, Gadebusch, Germany (approximately 19 %) and Ellington Investments Pte. Ltd. (approximately 4.6%). Gabriel Acquisitions GmbH is an indirect subsidiary of funds advised by CVC Capital Partners SICAV-FIS S.A., Luxembourg, and its direct and indirect subsidiaries. Ellington Investments Pte. Ltd. is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited."

4. In the section "**Summary – Section B – Evonik Industries as [Issuer] [Guarantor]**" on page 9 of the Prospectus, **in item B.17**, the text under the heading of "**Credit ratings of the Issuer or its debt securities**" shall be deleted and replaced with the following text:

"Standard & Poor's Credit Market Services Europe Limited ("**Standard & Poor's**")^{1,3} has assigned the long-term credit rating BBB+⁴ (outlook stable) and Moody's Investors Service Ltd. ("**Moody's**")^{2,3} has assigned an Baa2⁴ rating (outlook positive) to Evonik."

5. In the section "**German Translation of the Summary – Abschnitt B – Evonik Industries AG als [Emittentin] [Garantin]**" on page 24 of the Prospectus, **in item B.12**, the first table included under the heading of "**Ausgewählte wesentliche historische Finanzinformationen**" shall be deleted and replaced with the following table:

	1. Januar 2013 – 31. März 2013	1. Januar 2012 – 31. Dezember 2012	1. Januar 2011 – 31. Dezember 2011
	Millionen EUR		
Umsatz	3.263	13.629	14.540
Ergebnis vor Zinsen, Steuern, Abschreibungen und Bereinigungen (Bereinigtes EBITDA)	589	2.589	2.768
Ergebnis vor Zinsen, Steuern und Bereinigungen (Bereinigtes EBIT)	415	1.953	2.099
Jahresüberschuss	289	1.164	1.011
Cashflow aus laufender Geschäftstätigkeit	213	1.420	1.309
	31. März 2013	31. Dezember 2012	31. Dezember 2011
	Millionen EUR		
Summe Vermögenswerte	17.012	16.663	16.944
Eigenkapital	5.363	6.829	6.074
Langfristige Verbindlichkeiten	6.517	5.617	7.484
Kurzfristige Verbindlichkeiten	5.132	4.217	3.386

6. In the section "**German Translation of the Summary – Abschnitt B – Evonik Industries AG als [Emittentin] [Garantin]**" on page 25 of the Prospectus, **in item B.12**, the text under the heading of "**Signifikante Veränderungen in der Finanz- bzw. Handelsposition**" shall be deleted and replaced with the following text:

"Seit dem 31. März 2013 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von Evonik gegeben."

7. In the section "**Summary – Section B – Evonik Industries as [Issuer] [Guarantor]**" on page 25 of the Prospectus, **in item B.16**, the text under the heading of "**Hauptanteilseigner**" shall be deleted and replaced with the following text:

"Die gegenwärtigen direkten Hauptanteilseigner von Evonik sind die RAG-Stiftung, Essen, Deutschland (ca. 69 %), die Gabriel Acquisitions GmbH, Gadebusch, Deutschland (ca. 19 %) und die Ellington Investments Pte. Ltd (ca. 4,6%). Gabriel Acquisitions GmbH ist eine indirekte Tochtergesellschaft von Fonds, die von CVC Capital Partners SICAV-FIS S.A., Luxemburg und ihren direkten und indirekten Tochtergesellschaften betreut werden. Ellington Investments Pte. Ltd. ist eine vollständig gehaltene mittelbare Tochtergesellschaft von Temasek Holdings (Private) Limited."

3. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 70 of the Prospectus, the table included under the heading of "**Rating**" shall be deleted and replaced with the following table:

Rating Agency	Rating	Outlook
Moody's Investors Service Ltd., London, United Kingdom ("Moody's")	Baa2	Positive
Standard & Poor's Credit Market Services Europe Limited (Niederlassung Deutschland) ("Standard & Poor's")	BBB+	Stable

4. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 82 of the Prospectus, under the heading of "**Investments**", the following third and fourth paragraph shall be inserted after the second paragraph:

"The Business Unit Health & Nutrition is currently in discussions with the potential sellers regarding the acquisition in full or in part of a company headquartered in Europe. The acquisition would be intended to expand Evonik's existing solutions portfolio and to provide Evonik with an enhanced platform for international growth.

Depending on the financial transaction structure the purchase price of the contemplated acquisition, if 100% of the shares of the target were to be acquired, would likely exceed €1 billion."

5. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 84 of the Prospectus, the text under the heading of "**Major Shareholders**" shall be deleted and replaced with the following text:

"Evonik's current direct major shareholders are RAG-Stiftung, Essen, Germany (approximately 69 %), Gabriel Acquisitions GmbH, Gadebusch, Germany (approximately 19 %) and Ellington Investments Pte. Ltd. (approximately 4.6%). Gabriel Acquisitions GmbH is an indirect subsidiary of funds advised by CVC Capital Partners SICAV-FIS S.A., Luxembourg, and its direct and indirect subsidiaries. Ellington Investments Pte. Ltd. is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited."

6. In the section "**Documents Incorporated by Reference**" on page 259 of the Prospectus, under the heading of "**Documents Incorporated by Reference**", **lit. b)** shall be deleted and replaced with the following text:

“(b) the unaudited consolidated interim financial statements of Evonik as of 30 September 2012 and as of 31 March 2013;”

7. In the section "**Documents Incorporated by Reference**" on page 259 of the Prospectus, under the heading of "**Cross-reference list of Documents incorporated by Reference**", **the first paragraph** referencing the financial information of Evonik Group shall be deleted and replaced with the following text:

Page	Section of Prospectus	Document incorporated by reference
“61	Evonik Group, Financial Information	Financial Report 2010 of Evonik Balance Sheet, (p. 80) Income Statement, (p. 78) Cash Flow Statement, (p. 82) Notes, (p. 84 – p. 161) Auditors' Report, (p. 164) Financial Report 2011 of Evonik Balance Sheet, (p. 79) Income Statement, (p. 77) Cash Flow Statement, (p. 81) Notes, (p. 82 – p. 172) Auditors' Report, (p. 175 – p. 176) Financial Report 2012 of Evonik Balance Sheet, (p. 129) Income Statement, (p. 127) Cash Flow Statement, (p. 131) Notes, (p. 132 – p. 217) Auditors' Report, (p. 221 – p. 222) Consolidated interim financial statements of Evonik as of 30 September 2012 Balance Sheet, (p. 3) Income Statement, (p. 1) Cash Flows Statement, (p. 5) Notes, (p. 6 – p. 17) Consolidated interim financial statements of Evonik as of 31 March 2013 Balance Sheet, (p. 21) Income Statement, (p. 19) Cash Flows Statement, (p. 23) Notes, (p. 24 – p. 35) ”

8. In the section "**Documents Incorporated by Reference**" under the heading of "**Cross-reference list of Documents incorporated by Reference**", **in the first paragraph** below the table on page 260 of the Prospectus, the current text:

"Any information not listed in the cross-reference list but included in documents incorporated by reference is given for information purposes only."

shall be deleted and the following text shall be added instead:

"The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended."

NAMES AND ADDRESSES

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