

*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 3 September 2014 (the "**First Supplement**").*



**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 Supplement 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 supplement relating to 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 10 December 2014 provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the Notes. 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](http://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](http://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**, as amended by the First Supplement, the text/tables included under the heading of "**Selected historical key financial information**" shall be deleted and replaced with the following text/tables:

"The following table shows selected consolidated financial information for Evonik Group (prepared in accordance with IFRS):

	<b>1 January 2013 – 31 December 2013</b>	<b>1 January 2012 - 31 December 2012</b>
	<b>million EUR (audited)*</b>	
Sales	12,874	13,365
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	2,007	2,467
Earnings before interest, taxes and adjustments (Adjusted EBIT)	1,424	1,887
Net income	2,054	1,165
Cash flow from operating activities	1,083	1,420
	<b>31 December 2013</b>	<b>31 December 2012</b>
	<b>million EUR (audited)*</b>	
Total assets	15,898	17,166
Total equity	6,847	5,469
Non-current liabilities	5,397	7,480
Current liabilities	3,654	4,217

	<b>1 January 2014 – 30 September 2014</b>	<b>1 January 2013 – 30 September 2013</b>
	<b>million EUR (unaudited)*</b>	
Sales	9,691	9,619
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	1,425	1,620
Earnings before interest, taxes and adjustments (Adjusted EBIT)	977	1,188
Net income	416	1,959
Cash flow from operating activities	622	866
	<b>30 September 2014</b>	<b>31 December 2013</b>
	<b>million EUR (unaudited)*</b>	
Total assets	16,540	15,883
Total equity	6,188	6,836
Non-current liabilities	6,705	5,399
Current liabilities	3,647	3,648

\* Prior-year figures restated."

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

"Not applicable. There has been no significant change in the financial or trading position of Evonik since 30 September 2014."

3. In the section "**German Translation of the Summary – Abschnitt B – Evonik Industries AG als [Emittentin] [Garantin]**" on page 26 of the Prospectus, **in item B.12**, as amended by the First Supplement, the text/tables included under the heading of "**Ausgewählte wesentliche historische Finanzinformationen**" shall be deleted and replaced with the following text/tables:

"Die folgende Tabelle zeigt ausgewählte konsolidierte Finanzinformationen der Evonik Gruppe (erstellt gemäß IFRS):

	<b>1. Januar 2013 – 31. Dezember 2013</b>	<b>1. Januar 2012 – 31. Dezember 2012</b>
	<b>Millionen EUR (geprüft)*</b>	
Umsatz	12.874	13.365
Ergebnis vor Zinsen, Steuern, Abschreibungen und Bereinigungen (Bereinigtes EBITDA)	2.007	2.467
Ergebnis vor Zinsen, Steuern und Bereinigungen (Bereinigtes EBIT)	1.424	1.887
Jahresüberschuss	2.054	1.165
Cashflow aus laufender Geschäftstätigkeit	1.083	1.420
	<b>31. Dezember 2013</b>	<b>31. Dezember 2012</b>
	<b>Millionen EUR (geprüft)*</b>	
Summe Vermögenswerte	15.898	17.166
Eigenkapital	6.847	5.469
Langfristige Verbindlichkeiten	5.397	7.480
Kurzfristige Verbindlichkeiten	3.654	4.217

	<b>1. Januar 2014 – 30. September 2014</b>	<b>1. Januar 2013 – 30. September 2013</b>
	<b>Millionen EUR (ungeprüft)*</b>	
Umsatz	9.691	9.619
Ergebnis vor Zinsen, Steuern, Abschreibungen und Bereinigungen (Bereinigtes EBITDA)	1.425	1.620
Ergebnis vor Zinsen, Steuern und Bereinigungen (Bereinigtes EBIT)	977	1.188
Jahresüberschuss	416	1.959
Cashflow aus laufender Geschäftstätigkeit	622	866
	<b>30. Juni 2014</b>	<b>31. Dezember 2013</b>
	<b>Millionen EUR (ungeprüft)*</b>	
Summe Vermögenswerte	16.540	15.883
Eigenkapital	6.188	6.836
Langfristige Verbindlichkeiten	6.705	5.399
Kurzfristige Verbindlichkeiten	3.647	3.648

\* Vorjahreszahlen angepasst."

4. In the section "**German Translation of the Summary – Abschnitt B – Evonik Industries AG als [Emittentin] [Garantin]**" on page 27 of the Prospectus, in item B.12, as amended by the First Supplement, the text under the heading of "**Signifikante Veränderungen in der Finanz- bzw. Handelsposition**" shall be deleted and replaced with the following text:

"Nicht anwendbar. Seit dem 30. September 2014 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von Evonik gegeben."

#### B. Changes to other parts of the Prospectus

1. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 66 and 67 of the Prospectus, the text/tables included under the heading of "**Selected Financial Information**", as amended by the First Supplement, shall be deleted and replaced with the following text/tables:

"The following table shows selected consolidated financial information for Evonik Group (prepared in accordance with IFRS):

	<b>1 January 2013 – 31 December 2013</b>	<b>1 January 2012 - 31 December 2012</b>
	<b>million EUR (audited)*</b>	
Sales	12,874	13,365
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	2,007	2,467
Earnings before interest, taxes and adjustments (Adjusted EBIT)	1,424	1,887
Net income	2,054	1,165
Cash flow from operating activities	1,083	1,420
	<b>31 December 2013</b>	<b>31 December 2012</b>
	<b>million EUR (audited)*</b>	
Total assets	15,898	17,166
Total equity	6,847	5,469
Non-current liabilities	5,397	7,480
Current liabilities	3,654	4,217

	<b>1 January 2014 – 30 September 2014</b>	<b>1 January 2013 – 30 September 2013</b>
	<b>million EUR (unaudited)*</b>	
Sales	9,691	9,619
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	1,425	1,620
Earnings before interest, taxes and adjustments (Adjusted EBIT)	977	1,188
Net income	416	1,959
Cash flow from operating activities	622	866
	<b>30 September 2014</b>	<b>31 December 2013</b>
	<b>million EUR (unaudited)*</b>	
Total assets	16,540	15,883
Total equity	6,188	6,836
Non-current liabilities	6,705	5,399
Current liabilities	3,647	3,648

\* Prior-year figures restated."

2. In the section "**Business Overview – Principal Activities and Principal Markets**" on page 79 of the Prospectus, above the heading of "**Strategy**", as amended by the First Supplement, the following text shall be added as a new paragraph:

"Further to its announcement of a re-organisation, the Executive Board will concentrate on Evonik's strategic development within a management holding structure. The three chemical segments will be given greater entrepreneurial freedom to allow differentiated management of their businesses. They will operate in the market as separate legal entities with the following names: Evonik Nutrition & Care GmbH (formerly *Consumer, Health & Nutrition*), Evonik Resource Efficiency GmbH (formerly *Resource Efficiency*), Evonik Performance Materials GmbH (formerly *Specialty Materials*).

The new legal entities will start operating on 1 July, 2015. In order to prepare for this, the new management boards will start work on 1 January, 2015. In addition, Site Services will become Evonik Technology & Infrastructure GmbH and the strategic innovation unit Creavis will operate as Evonik Creavis GmbH in the future. Evonik expects the new management model to provide a better structural basis for profitable growth of the various business operations."

3. In the section "**Business Overview – Principal Activities and Principal Markets**" on pages 89 and 90 of the Prospectus, under the heading of "**Sale of Steag GmbH**", as amended by the First Supplement, after the fourth paragraph of sub-section "**Option Agreement**", on page 90, the following new paragraph shall be added:

"On 5 September 2014, Evonik divested its remaining 49 per cent. stake of shares in Steag to the Purchaser for €569 million."

4. In the section "**Business Overview – Principal Activities and Principal Markets**" on page 92 of the Prospectus, under the heading of "**Significant Changes / Trend Information**", the whole paragraph shall be deleted and the following new paragraph shall be added:

"There have been no significant changes in the financial or trading position of Evonik Group since 30 September 2014. There has been no material adverse change in the prospects of Evonik Group since 31 December 2013."

5. In the section "**Documents Incorporated by Reference**" on page 272 of the Prospectus, under the heading of "**Documents Incorporated by Reference**", **lit. a) and b)** shall be deleted and replaced with the following text:

- "(a) the audited consolidated financial statements of Evonik (English language version) dated 31 December 2013, 31 December 2012 and 31 December 2011, in each case including the auditor's report thereon;
- (b) the unaudited consolidated interim financial statements of Evonik as of 30 September 2014 and 30 September 2013;"

6. In the section "**Documents Incorporated by Reference**" on page 272 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, whereas 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:

"67	Evonik Group, Financial Information	<p>Financial Report 2013 of Evonik</p> <ul style="list-style-type: none"> <li>Income Statement, (p. 140)</li> <li>Statement of Comprehensive Income, (p. 141)</li> <li>Balance Sheet, (p. 142 – p. 143)</li> <li>Statement of Change in Equity, (p. 144 – p. 145)</li> <li>Cash Flow Statement, (p. 146 – p. 147)</li> <li>Notes, (p. 148 – p. 259)</li> <li>Auditors' Report, (p. 262 – p. 263)</li> </ul> <p>Financial Report 2012 of Evonik</p> <ul style="list-style-type: none"> <li>Income Statement, (p. 127)</li> <li>Statement of Comprehensive Income, (p. 128)</li> <li>Balance Sheet, (p. 129)</li> <li>Statement of Change in Equity, (p. 130)</li> <li>Cash Flow Statement, (p. 131)</li> <li>Notes, (p. 132 – p. 217)</li> <li>Auditors' Report, (p. 221 – p. 222)</li> </ul> <p>Financial Report 2011 of Evonik</p> <ul style="list-style-type: none"> <li>Income Statement, (p. 77)</li> <li>Statement of Comprehensive Income, (p. 78)</li> <li>Balance Sheet, (p. 79)</li> <li>Statement of Change in Equity, (p. 80)</li> <li>Cash Flow Statement, (p. 81)</li> <li>Notes, (p. 82 – p. 172)</li> <li>Auditors' Report, (p. 175 – p. 176)</li> </ul> <p>Interim report 3rd quarter 2014 January to September 2014 of Evonik</p> <ul style="list-style-type: none"> <li>Income Statement, (p. 26)</li> <li>Statement of Comprehensive Income, (p. 27)</li> <li>Balance Sheet, (p. 28 – p. 29)</li> <li>Statement of Changes in Equity, (p. 30 – p. 31)</li> <li>Cash Flows Statement, (p. 32 – p. 33)</li> <li>Notes, (p. 34 – p. 52)</li> </ul> <p>Interim report 2nd quarter 2014 January to June 2014 of Evonik</p> <ul style="list-style-type: none"> <li>Income Statement, (p. 26)</li> <li>Statement of Comprehensive Income, (p. 27)</li> <li>Balance Sheet, (p. 28 – p. 29)</li> <li>Statement of Changes in Equity, (p. 30 – p. 31)</li> <li>Cash Flows Statement, (p. 32 – p. 33)</li> <li>Notes, (p. 34 – p. 51)</li> <li>Review Report, (p. 52)</li> </ul>
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Interim report 3rd quarter 2013  
January to September 2013 of Evonik

Income Statement, (p. 27)  
Statement of Comprehensive Income, (p. 28)  
Balance Sheet, (p. 29)  
Statement of Changes in Equity, (p. 30)  
Cash Flows Statement, (p. 31)  
Notes, (p. 32 – p. 49)"

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