

This document constitutes a supplement pursuant paragraph 16 German Securities Prospectus Act (Wertpapierprospektgesetz) (the “**Supplement**”) to two base prospectuses of Berlin-Hannoversche Hypothekenbank AG: (i) the base prospectus in respect of non-equity securities within the meaning of Art. 22 sub-paragraph 6(4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004, as amended (the “**Commission Regulation**”) and (ii) the base prospectus in respect of Pfandbriefe (non-equity securities within the meaning of Art. 22 sub-paragraph 6(3) of the Commission Regulation) (together the “**Base Prospectus**” or the “**Prospectus**”)

Supplement to the Base Prospectus
Dated 2 May 2013

This Supplement is supplemental to, and must be read in conjunction with the Base Prospectus dated 22 March 2013.



Berlin Hyp

Berlin-Hannoversche Hypothekenbank AG
Berlin, Federal Republic of Germany

€ 25,000,000,000
Offering Programme
(the “Programme”)

Berlin-Hannoversche Hypothekenbank AG (“**Berlin Hyp**”, “**Berlin Hyp AG**”, the “**Bank**” or the “**Issuer**”) has requested the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (the “**BaFin**”) in its capacity as the competent authority under the German Securities Prospectus Act (*Wertpapierprospektgesetz*) (the “**WpPG**”) to (i) approve this Supplement and (ii) provide the competent authorities in the Grand Duchy of Luxembourg, the United Kingdom of Great Britain and Northern Ireland, the Republic of Ireland, the Italian Republic and the Republic of Austria with a certificate of such approval attesting that the Supplement has been drawn up in accordance with the WpPG implementing the EU Prospectus Directive into German law (the “**Notification**”). Approval by the BaFin means the positive decision on the Issuer’s request regarding the examination of the Supplement’s completeness, including the coherence and comprehensibility of the provided information. The Issuer may request the BaFin to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Supplement will be published in the same way as the Base Prospectus in electronic form on the website of the Issuer (www.berlinhyp.de). It is valid as long as the Base Prospectus is valid.

RESPONSIBILITY STATEMENT PURSUANT TO § 5(4) SECURITIES PROSPECTUS ACT (WERTPAPIERPROSPEKTGESETZ – WpPG)

Berlin-Hannoversche Hypothekenbank AG, with its registered office in Berlin, is solely responsible for the information given in this Supplement. The Issuer hereby declares that, to the best of its knowledge, the information contained in this Supplement is in accordance with the facts and no material circumstances have been omitted.

IMPORTANT NOTICE

Terms defined or otherwise attributed meanings in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement shall only be distributed in connection with the Base Prospectus.

The Issuer will confirm to the Dealers that the Base Prospectus (as supplemented) contains all information which is material in the context of the Programme and the issue and offering of Notes thereunder, that the information contained therein is accurate in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Base Prospectus (as supplemented) misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Base Prospectus or this Supplement or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by the Issuer.

This Supplement and the Base Prospectus should be read in conjunction only and together constitute two prospectuses for the purpose of the Prospectus Directive, and for a particular issue of or tranche of Notes should be read in conjunction with any applicable Final Terms.

Save as disclosed herein and in the Base Prospectus, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since its publication.

Investors who have already agreed to purchase or subscribe for securities before the supplement is published shall have the right, exercisable within two working days after the publication of the supplement, to withdraw their acceptances in the event that a new factor or an inaccuracy arose before the final closing of the offer of such securities to the public and the delivery of the securities, pursuant to section 16 paragraph 3 of the German Securities Prospectus Act.

Such new factors pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act have occurred on 30 April with the resignation of Martin K. Müller as a member of the supervisory board of Berlin-Hannoversche Hypothekenbank AG with effect from 30 April 2013 and the publication of the resignation of Bernd Morgenschweis as a member of the board of management with effect from 30 April 2013.

Revocations should be sent to Berlin-Hannoversche Hypothekenbank AG, Budapester Str. 1, D-10787 Berlin.

SUPPLEMENTAL INFORMATION

I. Changes in the Board of Managing Directors

Page 48, 6.8.1 Board of Managing Directors

shall be replaced by:

Pursuant to the articles of association of Berlin Hyp, the board of managing directors consists of at least two members. The board of managing directors currently consists of the following persons:

Gero Bergmann
Roman Berninger

The former member Bernd Morgenschweis resigned with effect from 30 April 2013.

Principal activities inside of Berlin Hyp as of 1 May 2013:

Gero Bergmann (Sales, Staff Section Real Estate Finance, Treasury, Human Resources)

Roman Berninger (Corporate Development, Banking Operations, Finance, Risk Controlling, Organisation/IT, Internal Audit, Loans, Loan Management Real Estate, Risk Management, Valuation, Money Laundering, Compliance)

Principal activities outside of Berlin Hyp as of 1 May 2013: none.

Berlin Hyp is represented by at least two members of the board of managing directors.

II. Changes in the Supervisory Board

Page 49, 6.8.2 Supervisory Board

shall be replaced by:

Pursuant to Berlin Hyp AG's articles of association, the supervisory board shall consist of nine members, six of which are to be elected by the shareholder's meeting and three of which are to be elected by the employees.

The supervisory board currently consists of the following persons:

Name	Principal activity as 30 April 2013
Jan Bettink (Chairman)	Member of the board of managing directors of Landesbank Berlin AG
Dr. Johannes Evers (Deputy Chairman)	Chairman of the board of managing directors of Landesbank Berlin Holding AG and Landesbank Berlin AG
René Wulff (Deputy Chairman)	Bank officer (employee's representative)
Dr. h.c. Axel Berger	Vice President of the German Financial Reporting Enforcement Panel, Berlin, Auditor, Tax consultant
Hans Jürgen Kulartz	Member of the board of managing directors of Landesbank Berlin AG
Martin K. Müller (until 30 April 2013)	Member of the board of managing directors of Landesbank Berlin Holding AG and Landesbank Berlin AG (until 30 April 2013)

Carsten Nowy

Bank officer (employee's representative)

Jana Pabst

Bank officer (employee's representative)

Dr. Thomas Veit

Former Member of the board of managing directors of
Landesbank Berlin Holding AG and Landesbank
Berlin AG

About prospective replacement will be decided before long.

The election of the members of the supervisory board through the shareholders' meeting shall be for the duration of five years pursuant to paragraph 102 subparagraph 1 German Stock Companies Act.

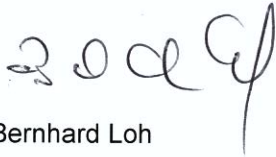
Address of the Board of Managing Directors and the Supervisory Board

The board of managing directors and the supervisory board may be contacted at Berlin Hyp's Address Berlin-Hannoversche Hypothekbank Aktiengesellschaft, Budapester Strasse 1, 10787 Berlin, Federal Republic of Germany.

Signatures

Berlin-Hannoversche Hypothekbank
Aktiengesellschaft

Berlin, 2 May 2013



Bernhard Loh



Xandra Graneist