

This document constitutes a supplement pursuant paragraph 16 German Securities Prospectus Act (*Wertpapierprospektgesetz*) (the “**Supplement**”) to two base prospectuses of Berlin Hyp 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 8 April 2019

This Supplement is supplemental to, and must be read in conjunction with the Base Prospectus dated 4 April 2019.

Berlin Hyp

Berlin Hyp AG
Berlin, Federal Republic of Germany

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

Berlin Hyp 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 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 (see www.berlinhyp.de/bhyp/en/investorrelations). It is valid as long as the Base Prospectus is valid.

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

Berlin Hyp 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. All references to Berlin-Hannoversche Hypothekenbank Aktiengesellschaft in the Prospectus (as supplemented) shall be read and construed as reference to Berlin Hyp AG.

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.

The revocation does not have to provide any grounds and must be declared in text form to the appointed recipient of such notices: Berlin Hyp AG, Legal Department GO2, Budapester Str. 1, 10787 Berlin, Germany. The dispatch of the revocation within the time limit is sufficient.

Such new factors or inaccuracies pursuant to Section 16 paragraph 1 of the German Securities Prospectus Act have occurred on 4 April 2019 with corrections regarding the section on statutory auditors in the Base Prospectus and the signatory of the independent auditor's report.

I. Auditing of Historical Financial Information

On page 74, the paragraph under section 6.10.4 "Auditing of Historical Financial Information" shall be deleted and shall be replaced by the following:

"The unconsolidated financial statements for the years ending 31 December 2017 and 2018, respectively, have been audited by KPMG, who has issued an unqualified auditor's report in case of 2018. KPMG has also audited the Cash Flow Statements Berlin Hyp AG for 2017 and for 2018."

II. Annex to the Base Prospectus

In the Annex to the Base Prospectus (starting on page 316 of the Base Prospectus) page F-41 shall be deleted and shall be replaced with the following page, which shall be deemed to be incorporated in and to form part of the Base Prospectus.

**Other Legal and Regulatory Requirements
Further Information pursuant to Article 10 of
the EU Audit Regulation**

We were elected as auditor by the annual general meeting on 28 March 2018. We were engaged by the Chair of the Supervisory Board on 10 April 2018. We have been the auditor of Berlin Hyp AG, Berlin, without interruption since financial year 2016.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

In addition to the financial statement audit, we provided to the Company or its subsidiaries the following services that are not disclosed in the annual financial statements or in the management report:

In addition to the annual financial statements of Berlin Hyp AG, we also audited the annual financial statements of the subsidiary Berlin Hyp Immobilien GmbH, Berlin. An audit review pursuant to IDW PS 900 of the interim financial statements of Berlin Hyp AG, Berlin, as of 30 June 2018, was integrated into the audit. Furthermore, we also conducted audits pursuant to Section 36 of the German Securities Trading Act [WpHG] and Section 16j of the Financial Services Supervision Act [FinDAG], audits pursuant to ISAE 3000, agreed-upon investigative procedures pursuant to ISRS 4400, the issuing of a comfort letter in accordance with IDW PS 910, as well as audit services pursuant to Sections 45, 46 of the Framework for the protection scheme of the Savings Banks Finance Group (Sparkassen-Finanzgruppe)

**German Public Auditor Responsible
for the Engagement**

The German Public Auditor responsible for the engagement is Jörg Kügler.

Berlin, 19 February 2019
KPMG AG
Wirtschaftsprüfungsgesellschaft

Kügler	Ginzinger
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]