

*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**"), (b) the first supplement to the Prospectus dated 13 March 2013 and (c) the second supplement to the Prospectus dated 27 May 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 15 November 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](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. Updated information regarding in particular information set out on pages 62, 63, 72 and 83 of the Prospectus**

In July 2013, Evonik divested the majority of its shares in Vivawest GmbH (Vivawest) in which the real estate operations were bundled. RAG-Stiftung, Essen (Germany) now holds 30.0 per cent. of Vivawest GmbH, Essen (Germany), Vermögensverwaltungs- und Treuhandgesellschaft der Industriegewerkschaft Bergbau und Energie mbH (VTG), Hanover (Germany), holds 26.8 per cent., Evonik Pensionstreuhand e.V., (contractual trust arrangement, CTA), Essen (Germany) holds 25.0 per cent. and RAG Aktiengesellschaft, Herne (Germany) holds 7.3 per cent. Evonik plans to divest the remaining 10.9 per cent. stake in Vivawest to long-term investors in the intermediate term. All operations of the Real Estate segment were reclassified to discontinued operations in March 2013 and deconsolidated in July 2013. Further, Evonik intends to withdraw completely from its activities in the field of electromobility. Accordingly, Evonik has reclassified the lithium-ion business to discontinued operations.

**B. 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:

	<b>1 January 2013 - 30 September 2013*</b>	<b>1 January 2012 - 31 December 2012*</b>	<b>1 January 2011 - 31 December 2011*</b>
	<b>million EUR</b>		
Sales	9,739	13,629	14,540
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	1,622	2,589	2,768
Earnings before interest, taxes and adjustments (Adjusted EBIT)	1,196	1,953	2,099
Net income	1,951	1,164	1,011
Cash flow from operating activities	898	1,420	1,309
	<b>30 September 2013*</b>	<b>31 December 2012*</b>	<b>31 December 2011*</b>
	<b>million EUR</b>		
Total assets	17,211	16,663	16,944
Total equity	6,746	6,829	6,074
Non-current liabilities	6,410	5,617	7,484
Current liabilities	4,055	4,217	3,386

\* As published (without adjustments).

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 30 September 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 68 %), Gabriel Acquisitions GmbH, Gadebusch, Germany (approximately 18 %) 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 "**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:

	<b>1. Januar 2013 – 30. September 2013*</b>	<b>1. Januar 2012 – 31. Dezember 2012*</b>	<b>1. Januar 2011 – 31. Dezember 2011*</b>
	<b>Millionen EUR</b>		
Umsatz	9.739	13.629	14.540
Ergebnis vor Zinsen, Steuern, Abschreibungen und Bereinigungen (Bereinigtes EBITDA)	1.622	2.589	2.768
Ergebnis vor Zinsen, Steuern und Bereinigungen (Bereinigtes EBIT)	1.196	1.953	2.099
Jahresüberschuss	1.951	1.164	1.011
Cashflow aus laufender Geschäftstätigkeit	898	1.420	1.309
	<b>30. September 2013*</b>	<b>31. Dezember 2012*</b>	<b>31. Dezember 2011*</b>
	<b>Millionen EUR</b>		
Summe Vermögenswerte	17.211	16.663	16.944
Eigenkapital	6.746	6.829	6.074
Langfristige Verbindlichkeiten	6.410	5.617	7.484
Kurzfristige Verbindlichkeiten	4.055	4.217	3.386

\* Wie veröffentlicht (ohne Anpassungen).

5. 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 30. September 2013 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition von Evonik gegeben."

6. 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. 68 %), die Gabriel Acquisitions GmbH, Gadebusch, Deutschland (ca. 18 %) 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."

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

1. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 61 of the Prospectus, the first table included under the heading of "**Selected Financial Information**" shall be deleted and replaced with the following table:

	<b>1 January 2013 – 30 September 2013*</b>	<b>1 January 2012 - 31 December 2012*</b>	<b>1 January 2011 - 31 December 2011*</b>
	<b>million EUR</b>		
Sales	9,739	13,629	14,540
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	1,622	2,589	2,768
Earnings before interest, taxes and adjustments (Adjusted EBIT)	1,196	1,953	2,099
Net income	1,951	1,164	1,011
Cash flow from operating activities	898	1,420	1,309
	<b>30 September 2013*</b>	<b>31 December 2012*</b>	<b>31 December 2011*</b>
	<b>million EUR</b>		
Total assets	17,211	16,663	16,944
Total equity	6,746	6,829	6,074
Non-current liabilities	6,410	5,617	7,484
Current liabilities	4,055	4,217	3,386

\* As published (without adjustments).

2. In the section "**Evonik Industries AG as Issuer and Guarantor**" on pages 66 and 67 of the Prospectus, the table included under the heading of "**Executive Board - Current Composition of the Executive Board**" is hereby amended as follows:

- "Dr. Wolfgang Colberg" is no longer a member of Evonik's Executive Board;
- after "Patrik Wohlhauser", the following new member of Evonik's Executive Board shall be added:

"Ute Wolf	Chief Financial Officer	Member of the supervisory board of Advanced Metallurgical Group (AMG)
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Dr. Dahai Yu and Dr. Thomas Haerberle will be leaving the company by amicable mutual agreement on December 31, 2013. From January 1, 2014 Patrik Wohlhauser will be responsible for the operation of the entire specialty chemicals business.

3. 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 68 %), Gabriel Acquisitions GmbH, Gadebusch, Germany (approximately 18 %) 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 "**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, as of 31 March 2013 and as of 30 September 2013;”

5. 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:

<b>Page</b>	<b>Section of Prospectus</b>	<b>Document incorporated by reference</b>
“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) ”

Consolidated interim financial statements of Evonik  
as of 30 September 2013

Balance Sheet, (p. 29)

Income Statement, (p. 27)

Cash Flows Statement, (p. 31)

Notes, (p. 32 – p. 49) ”

Any information incorporated by reference that is not included in the above cross-reference list is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004 (as amended).

**NAMES AND ADDRESSES**

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