

*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 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").*



**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 5 September 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

- 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 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 June 2014</b>	<b>1 January 2013 – 30 June 2013</b>
	<b>million EUR (unaudited)*</b>	
Sales	6,448	6,421
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	936	1,115
Earnings before interest, taxes and adjustments (Adjusted EBIT)	638	828
Net income	305	486
Cash flow from operating activities	308	209
	<b>30 June 2014</b>	<b>31 December 2013</b>
	<b>million EUR (unaudited)*</b>	
Total assets	15,837	15,883
Total equity	6,311	6,836
Non-current liabilities	6,062	5,399
Current liabilities	3,464	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**, the text under the heading of "**Trend information**" shall be deleted and replaced with the following text:

"There has been no material adverse change in the prospects of Evonik since 31 December 2013."

3. 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:

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

4. 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**, 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. Juni 2014</b>	<b>1. Januar 2013 – 30. Juni 2013</b>
	<b>Millionen EUR (ungeprüft)*</b>	
Umsatz	6.448	6.421
Ergebnis vor Zinsen, Steuern, Abschreibungen und Bereinigungen (Bereinigtes EBITDA)	936	1.115
Ergebnis vor Zinsen, Steuern und Bereinigungen (Bereinigtes EBIT)	638	828
Jahresüberschuss	305	486
Cashflow aus laufender Geschäftstätigkeit	308	209

	30. Juni 2014	31. Dezember 2013
	<b>Millionen EUR (ungeprüft)*</b>	
Summe Vermögenswerte	15.837	15.883
Eigenkapital	6.311	6.836
Langfristige Verbindlichkeiten	6.062	5.399
Kurzfristige Verbindlichkeiten	3.464	3.648

\* Vorjahreszahlen angepasst."

5. 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**, the text under the heading of "**Ausblick**" shall be deleted and replaced with the following text:

"Der Geschäftsausblick von Evonik hat sich seit dem 31. Dezember 2013 nicht wesentlich negativ verändert."

6. 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**, 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. Juni 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**" 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):

	1 January 2013 – 31 December 2013	1 January 2012 - 31 December 2012
	<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 June 2014</b>	<b>1 January 2013 – 30 June 2013</b>
	<b>million EUR (unaudited)*</b>	
Sales	6,448	6,421
Earnings before interest, taxes, depreciation, amortisation, write downs and adjustments (Adjusted EBITDA)	936	1,115
Earnings before interest, taxes and adjustments (Adjusted EBIT)	638	828
Net income	305	486
Cash flow from operating activities	308	209
	<b>30 June 2014</b>	<b>31 December 2013</b>
	<b>million EUR (unaudited)*</b>	
Total assets	15,837	15,883
Total equity	6,311	6,836
Non-current liabilities	6,062	5,399
Current liabilities	3,464	3,648

\* Prior-year figures restated."

2. In the section "**Evonik Industries AG as Issuer and Guarantor**" on page 71 of the Prospectus, at the end of the table included under the heading of "*Executive Board – Current Composition of the Executive Board*", the following new member shall be added:

<b>Name</b>	<b>Responsibilities</b>	<b>Principal occupation outside of Evonik Group</b>
"Christian Kullmann	Chief Strategy Officer	Member of the supervisory board of Borussia Dortmund GmbH & Co. KGaA."

3. In the section "**Evonik Industries AG as Issuer and Guarantor**" on pages 72 and 73 of the Prospectus, the table included under the heading of "*Supervisory Board - Members of Evonik's Supervisory Board*" is hereby amended as follows:

- "Ralf Giesen" is no longer a member of Evonik's Supervisory Board and, therefore, the relevant row of the table shall be deleted;
- after "Stephan Gemkow", the following new member of Evonik's Supervisory Board shall be added:

"Frank Löllgen	<ul style="list-style-type: none"> <li>• Head of the Nord-Rhine district of the Mining, Chemical and Energy Industrial Union (IG BCE); and</li> <li>• Member of the supervisory board of Abbott Management GmbH."</li> </ul>
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- "Dr. Dr. Bettermann" is no longer a member of Evonik's Supervisory Board and, therefore, the relevant row of the table shall be deleted,
- above "Karin Erhard", the following new member of Evonik's Supervisory Board shall be added:

"Prof. Dr. Barbara Ruth Albert	Holder of a chair for Festkörperchemie at the Eduard-Zintl-Institut für Anorganische und Physikalische Chemie at the Technische Universität of Darmstadt."
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4. In the section "**Business Overview – Principal Activities and Principal Markets**" on page 79 of the Prospectus, above the heading of "**Strategy**", the following text shall be inserted as a new paragraph:

"On 26 June 2014, Evonik announced plans to re-organise the structure of Evonik Group. Evonik Group's management and portfolio structure is to be reorganised to create a better basis for differentiated management and systematic development of the various businesses with closer market alignment. The Executive Board of Evonik intends to concentrate more on Evonik Group's strategic development within a management holding structure. The intention is to give the three operating segments - Consumer, Health & Nutrition, Resource Efficiency, and Specialty Materials - greater entrepreneurial freedom in their business activities. Evonik presented these plans to the Supervisory Board of Evonik on June 26, 2014. Further details of the planned new structure of Evonik Group will be worked out in the course of this year."

5. In the section "**Business Overview – Principal Activities and Principal Markets**" on pages 88 and 89 of the Prospectus, under the heading of "**Investments**", the following three last paragraphs shall be deleted:

"With regard to external growth, Evonik is constantly reviewing merger and acquisition opportunities that support its specialty chemicals business. As one example, the Business Unit Health & Nutrition is currently in discussions with the potential sellers regarding the acquisition 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.

The purchase price of the contemplated acquisition, if 100% of the shares of the target were to be acquired, would exceed €1 billion.

The financing for these and other investments is expected to come from, inter alia, future cash flow, current liquidity, issuance of notes, existing or future lines of credit or comparable types of financing."

and replaced by the following paragraph:

"With regard to external growth, Evonik is constantly reviewing merger and acquisition opportunities that support its specialty chemicals business. Acquisitions of several billion Euros are not ruled out. Areas of particular interest include the segments Consumer, Health & Nutrition and Resource Efficiency. The financing for these and other investments is expected to come from, *inter alia*, current liquidity, future cash flow, issuance of notes, existing or future lines of credit, the sale of new shares or other types of financing."

6. 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**", after the third paragraph of subsection "**Option Agreement**", on page 90, the following new paragraph shall be added:

"On 29 August 2014, the Purchaser signed a contract with Evonik to take over the remaining 49 per cent. stake of shares in Steag. The purchase price is about € 570 million. The Purchaser, which already acquired a 51 per cent. stake of shares in Steag in 2011, now becomes the sole owner of Steag. The closing of the purchase is expected to take place in early September 2014."

7. In the section "**Business Overview – Principal Activities and Principal Markets**" on pages 91 and 92 of the Prospectus, under the heading of "**Valuation Proceedings**", the following three last sentences of the second paragraph shall be deleted:

"Currently, Evonik Industries AG has rejected the expert commissioned by the court for several reasons. The Regional Court of Düsseldorf rejected the application of Evonik Industries AG which, in turn, appealed (*sofortige Beschwerde*) to the Higher Regional Court (*Oberlandesgericht Düsseldorf*). Evonik continues to believe that the cash payment offered was appropriate and will continue to defend itself against the action."

8. In the section "**Business Overview – Principal Activities and Principal Markets**" on pages 91 and 92 of the Prospectus, under the heading of "**Valuation Proceedings**", the following two last sentences of the third paragraph shall be deleted:

"This third expert is currently in the process of preparing his opinion on the valuation of Rütgers. Evonik Group will bear court, experts' and attorneys' fees."

and replaced by the following sentences:

"This third expert has furnished his opinion on the valuation of Rütgers in 2014. It results in a value of DM 646.66 (€ 330.63) and a compensatory payment of DM 31.46 (€ 16.09) per share. In total, this appraisal would result in additional payments including interest in a double-digit million euro amount. In addition Evonik Group will bear court, experts' and attorneys' fees."

9. 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 June 2014. There has been no material adverse change in the prospects of Evonik Group since 31 December 2013."

10. 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 June 2014 and 30 September 2013;"

11. 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:

"67	Evonik Group, Financial Information	Financial Report 2013 of Evonik  Income Statement, (p. 140) Statement of Comprehensive Income, (p. 141) Balance Sheet, (p. 142 – p. 143) Statement of Change in Equity, (p. 144 – p. 145) Cash Flow Statement, (p. 146 – p. 147) Notes, (p. 148 – p. 259) Auditors' Report, (p. 262 – p. 263)  Financial Report 2012 of Evonik  Income Statement, (p. 127) Statement of Comprehensive Income, (p. 128) Balance Sheet, (p. 129) Statement of Change in Equity, (p. 130) Cash Flow Statement, (p. 131) Notes, (p. 132 – p. 217) Auditors' Report, (p. 221 – p. 222)
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## Financial Report 2011 of Evonik

Income Statement, (p. 77)  
Statement of Comprehensive Income, (p. 78)  
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Income Statement, (p. 26)  
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