

This document constitutes a supplement (the "**First Supplement**") for the purpose of Article 13 of the Loi relative aux prospectus pour valeurs mobilières, as amended, (the "**Luxembourg Law**") which implements the Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended (the "**Prospectus Directive**"), into Luxembourg Law to two base prospectuses of Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale –: (i) the base prospectus in respect of non-equity securities ("**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 (the "**Commission Regulation**") and (ii) the base prospectus in respect of Pfandbriefe within the meaning of Article 22 No. 6 (3) of the Commission Regulation, as amended (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**").

This First Supplement is supplemental to and should be read in conjunction with the Prospectus.



First Supplement dated 9 September 2013
to the Debt Issuance Programme Prospectus dated 13 May 2013

BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE –

(established under Public Law in the Federal Republic of Germany)

EUR 30,000,000,000 Debt Issuance Programme (the "Programme")

The Issuer (as defined below) 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 Law, to provide the competent authority in the Federal Republic of Germany with a certificate of approval attesting that this First Supplement has been drawn up in accordance with the Luxembourg Law on Prospectuses (the "**Notification**"). The Issuer may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This First 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) and on the website of the Issuer (www.bremerlandesbank.de).

RESPONSIBILITY STATEMENT

Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale – (the "Bank" or the "Issuer" or "Bremer LB") with its registered office in Bremen, is solely responsible for the information given in this First Supplement. The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement 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 First Supplement.

This First Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference in the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First 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.

The Issuer has confirmed to the Dealers that the Prospectus and this First Supplement contains all information with regard to the Issuer and the Notes which is material in the context of the Programme and the issue and offering of Notes thereunder, the information contained therein with respect to the Issuer and the Notes is accurate in all material respects and is not misleading, the opinions and intentions expressed therein with respect to the Issuer and the Notes are honestly held, there are no other facts with respect to the Issuers or the Notes the omission of which would make the Prospectus as supplemented by this First Supplement 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 Prospectus as supplemented by this First Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as in the public domain and, if given or made, such information must not be relied upon as having been authorised by the Issuer, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus as supplemented by this First Supplement, excluding the Issuer, is responsible for the information contained in the Prospectus as supplemented by this First Supplement or any Final Terms or any document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

RIGHT TO WITHDRAW

In accordance with Article 13 paragraph 2 of the Luxembourg Law on Prospectuses, investors who have already agreed to purchase or subscribe for Notes before this First Supplement is published have the right, exercisable within a time limit of two working days after the publication of this First Supplement, to withdraw their acceptances provided that the new factor, mistake or inaccuracy referred to in Article 13 paragraph 1 of the Luxembourg Law on Prospectuses arose before the final closing of the offer to the public and the delivery of the Notes. The final date of withdrawal is 11 September 2013.

Supplemental information

Element B.12 under the heading "SUMMARY – SECTION B – BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE –" on pages 9 - 10 of the Prospectus shall be replaced by the following:

"B.12	Selected historical key financial information			
	Source 31 Dec. 2011 and 31 Dec. 2012: Consolidated financial statements and group management report of Bremer LB as of 31 December 2012 in accordance with IFRSs			
	Source 30 June 2013: Interim Financial Report of Bremer Landesbank as of 30 June 2013 in accordance with IFRSs (reviewed, unaudited*)			
	in EUR m	30 June 2013 (unaudited)	31 December 2012	31 December 2011
	Total liabilities and equity	34,356	35,584	34,863
	Liabilities to banks	11,192	11,815	11,009
	Liabilities to customers	10,288	10,436	10,604
	Securitized liabilities	8,411	8,446	8,692
	Reported equity	1,705	1,675	1,047
	Net interest income	219	417	375
	Consolidated profit	23	122	130
	* The interim financial report should be read in conjunction with information contained in the consolidated financial statements of Bremer LB as of 31 December 2012, on which an audit opinion has been issued.			
	Trend Information	Since 31 December 2012, the date of Bremer LB's last published audited financial statements, there has been no material adverse change in the prospects of Bremer LB which is material in the context of the Notes or the Programme.		
	Significant change in the financial or trading position	Not applicable. Since 30 June 2013 there has been no significant change in the financial or trading position of Bremer LB which is material in the context of the Notes or the Programme."		

Element B.12 under the heading "GERMAN TRANSLATION OF THE SUMMARY – ABSCHNITT B – BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE –" on page 20 of the Prospectus shall be replaced by the following:

"B.12	Ausgewählte wesentliche historische Finanzinformationen			
	Quelle 31.12.2011 und 31.12.2012: Konzernabschluss und Konzernlagebericht der Bremer LB nach IFRS per 31. Dezember 2012			
	Quelle 30.06.2013: Halbjahresfinanzbericht der Bremer Landesbank nach IFRS per 30. Juni 2012 (prüferische Durchsicht*)			
	in Mio. EUR	30. Juni 2013 (prüferische Durchsicht)	31. Dezember 2012	31. Dezember 2011
	Summe Aktiva und Passiva	34.356	35.584	34.863
	Verbindlichkeiten gegenüber Kreditinstituten	11.192	11.815	11.009

Verbindlichkeiten gegenüber Kunden	10.288	10.436	10.604
Verbriefte Verbindlichkeiten	8.411	8.446	8.692
Bilanzielles Eigenkapital	1.705	1.675	1.047
Zinsüberschuss	219	417	375
Konzernergebnis	23	122	130
* Der Halbjahresfinanzbericht ist im Zusammenhang mit den Angaben im veröffentlichten und testierten Konzernabschluss der Bremer Landesbank per 31. Dezember 2012 zu lesen.			
Ausblick	Seit dem 31. Dezember 2012, dem Tag des letzten geprüften Jahresabschlusses der Bremer LB, hat es keine wesentlichen negativen Veränderungen in den Aussichten der Bremer LB gegeben, die im Hinblick auf die Schuldverschreibungen oder das Programm wesentlich wären.		
Signifikante Veränderungen in der Finanz- bzw. Handelsposition	Nicht anwendbar. Seit dem 30. Juni 2013 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition der Bremer LB gegeben, die im Hinblick auf die Schuldverschreibungen oder das Programm wesentlich wären."		

The last sentence of the first paragraph in the section "Managing Board" under the heading "BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE – Administrative, Management and Supervisory Bodies" on page 40 of the Prospectus shall be replaced by the following:

"Current other mandates in supervisory boards within the meaning of § 340a (4) No.1 of the German Commercial Code (*Handelsgesetzbuch*) as of 9 September 2013 are as follows:"

The company "DEUTSCHE FACTORING BANK Deutsche Factoring GmbH & Co. KG, Bremen" shall be deleted from the list of Companies for the Member of the Managing Board "Dr. Stephan-Andreas Kaulvers" in the section "Managing Board" under the heading "BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE – Administrative, Management and Supervisory Bodies" on pages 40 - 41 of the Prospectus.

The sentence below the table in the section "Managing Board" under the heading "BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE – Administrative, Management and Supervisory Bodies" on page 41 of the Prospectus shall be replaced by the following:

"As of 9 September 2013 the responsibilities within the Management Board are as follows:"

The section "Historical Financial Information" under the heading "BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE – Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses" on page 44 of the Prospectus shall be replaced by the following:

"Historical Financial Information

The consolidated financial statements of the Issuer for the fiscal years ended 31 December 2011 and 31 December 2012 (both according to IFRS, as adopted by the EU, and the additional requirements of German commercial law pursuant to § 315a (1) of the German Commercial Code (*HGB*)) and the English version of the unaudited interim consolidated financial statements of Bremer LB for the period from

1 January 2013 to 30 June 2013 (prepared on the basis of Regulation (EC) No. 1606/2002 of the European Parliament and the Council of 19 July 2002 (IAS Regulation) in accordance with the International Financial Reporting Standards (IFRSs) of the International Accounting Standards Board (IASB) as adopted by the EU. Specifically, IAS 34 is applied for requirements relating to interim financial statements. The national regulations in § 315a of the German Commercial Code (HGB) were also observed where they applied as of the interim reporting date. The interim report constitutes a half-year report in accordance with § 37w of the German Securities Trading Act (WpHG)) are incorporated by reference into this Prospectus, see "*Documents incorporated by reference*".

The sentence in the section "Significant Change in the Issuer's Financial Position" under the heading "BREMER LANDESBANK KREDITANSTALT OLDENBURG – GIROZENTRALE – Financial Information concerning the Issuer's Assets and Liabilities, Financial Position and Profits and Losses" on page 45 of the Prospectus shall be replaced by the following:

"There has been no significant change in the financial position of Bremer LB including its consolidated subsidiaries since 30 June 2013."

The section "DOCUMENTS INCORPORATED BY REFERENCE" on page 214 of the Prospectus immediately prior to the last sentence shall be supplemented by the following:

"English version of the unaudited interim consolidated financial statements of Bremer LB for the period from 1 January 2013 to 30 June 2013 (prepared on the basis of Regulation (EC) No. 1606/2002 of the European Parliament and the Council of 19 July 2002 (IAS Regulation) in accordance with the International Financial Reporting Standards (IFRSs) of the International Accounting Standards Board (IASB) as adopted by the EU. Specifically, IAS 34 is applied for requirements relating to interim financial statements. The national regulations in § 315a of the German Commercial Code (HGB) were also observed where they applied as of the interim reporting date. The interim report constitutes a half-year report in accordance with § 37w of the German Securities Trading Act (WpHG)):

- a) Consolidated Income Statement, page 30
- b) Consolidated Statement of Comprehensive Income, page 31
- c) Consolidated Balance Sheet, page 32
- d) Consolidated Statement of Changes in Equity, page 33
- e) Condensed Consolidated Cash Flow Statement, page 34
- f) Condensed Consolidated Notes, pages 35 to 73
- g) Review Report, pages 75 and 76

The unaudited interim financial statements should be read in conjunction with the information contained in the published and attested consolidated financial statements of Bremer LB as of 31 December 2012."

Issuer

Bremer Landesbank Kreditanstalt Oldenburg – Girozentrale –
Domshof 26
28195 Bremen
Federal Republic of Germany

Fiscal Agent

*in the case of Notes initially deposited with any
Clearing system other than CBF*

Citibank N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

in the case of Notes initially deposited with CBF

**Bremer Landesbank Kreditanstalt Oldenburg
– Girozentrale –**
Domshof 26
28195 Bremen
Federal Republic of Germany

Paying Agents

**Citigroup Global Markets
Deutschland AG**
Reuterweg 16
60323 Frankfurt am Main
Federal Republic of Germany

**Bremer Landesbank Kreditanstalt Oldenburg
– Girozentrale –**
Domshof 26
28195 Bremen
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Citibank N.A., London Branch
Citigroup Center
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Listing and Paying Agent in Luxembourg

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The Grand Duchy of Luxembourg