
First Supplement dated
4 August 2014
to the Prospectus dated
12 June 2014

**VOLKSWAGEN FINANCIAL SERVICES
AKTIENGESELLSCHAFT**

Braunschweig, Federal Republic of Germany
- Issuer and/or Guarantor -

VOLKSWAGEN LEASING GMBH

Braunschweig, Federal Republic of Germany
- Issuer -

VOLKSWAGEN FINANCIAL SERVICES N.V.

Amsterdam, The Netherlands
- Issuer -

VOLKSWAGEN FINANCIAL SERVICES JAPAN LTD.

Tokyo, Japan
- Issuer -

VOLKSWAGEN FINANCIAL SERVICES AUSTRALIA PTY LIMITED

(ABN 20 097 071 460)
Sydney, Australia
- Issuer -

**EUR 25,000,000,000
Debt Issuance Programme
(the "Programme")**

This supplement (the "**First Supplement**") to the base prospectus dated 12 June 2014 (the "**Prospectus**") constitutes a supplement for the purposes of Article 13.1 of the *Loi relative aux prospectus pour valeurs mobilières* which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended by Directive 2010/73/EU of the European Parliament and the Council of 24 November 2010 into Luxembourg Law (the "**Luxembourg Law**") and is prepared in connection with the EUR 25,000,000,000 Debt Issuance Programme of Volkswagen Financial Services Aktiengesellschaft ("**VWFSAG**" or the "**Guarantor**"), Volkswagen Leasing GmbH ("**VWLGMBH**"), Volkswagen Financial Services N.V. ("**VWFSNV**"), Volkswagen Financial Services Japan Ltd. ("**VWFSJ**") and Volkswagen Financial Services Australia Pty Limited ("**VWFSAL**") (each an "**Issuer**" and together the "**Issuers**"). Expressions defined in the Prospectus shall have the same meaning when used in the First Supplement.

The First Supplement is supplemental to, and should only be read in conjunction with, the Prospectus.

The First Supplement has been prepared following the publication of the following interim financial information of VWFSAG, VWLGMBH, VWFSNV and VWFSAL on 1 August 2014:

- The Consolidated Interim Report 2014 (unaudited) of VWFSAG for the period from January to June 2014;
- The non-consolidated Half-Year Financial Report (unaudited) of VWLGMBH for the period from January to June 2014;
- The non-consolidated Financial Statements (unaudited) of VWFSNV for the first half year of 2014;
- The Consolidated Interim Report 2014 (unaudited) of VWFSAL for the period from January to June 2014.

VWFSAG, VWLGMBH, VWFSNV and VWFSAL accept responsibility for the information contained in the First Supplement provided that

- VWLGMBH is not responsible for the supplemental information under items 3, 4, 5, 7, 8, 9, 10, 11, 12, 16, 17, 18, 19, 20, 21 below and in relation to item 24 only responsible as far as the information is related to it;
- VWFSNV is not responsible for the supplemental information under items 2, 4, 5, 6, 8, 9, 10, 11, 12, 13, 14, 15, 19, 20, 21 below and in relation to item 24 only responsible as far as the information is related to it; and
- VWFSAL is not responsible for the supplemental information under items 2, 3, 5, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18 below and in relation to item 24 only responsible as far as the information is related to it.

VWFSAG, VWLGMBH, VWFSNV and VWFSAL hereby declare, that having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement for which they are responsible, is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

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OVERALL AMENDMENTS

1. If reference is made in the base prospectus dated 12 June 2014 to "Prospectus", then the respective reference includes all changes made by this First Supplement.

I. SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "SUMMARY"

2. On page 9 the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Leasing GmbH as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	<p>The following table shows selected financial information of VWLGMBH extracted from the audited non-consolidated financial statements as at and for the financial years ended 31 December 2012 and 2013:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;">31 December 2013</th> <th style="text-align: right; width: 20%;">31 December 2012</th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td style="text-align: right;">19,353,899</td> <td style="text-align: right;">18,228,631</td> </tr> <tr> <td>Tangible Fixed Assets</td> <td style="text-align: right;">17,968,923</td> <td style="text-align: right;">16,788,688</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">219,124</td> <td style="text-align: right;">219,124</td> </tr> <tr> <td>Liabilities</td> <td style="text-align: right;">14,317,459</td> <td style="text-align: right;">13,135,024</td> </tr> </tbody> </table> <p>Income statement data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center;">1 January – 31 December</th> </tr> <tr> <td></td> <th style="text-align: right; width: 20%;">2013</th> <th style="text-align: right; width: 20%;">2012</th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> </thead> <tbody> <tr> <td>Net income from financial transactions</td> <td style="text-align: right;">4,623,302</td> <td style="text-align: right;">4,518,769</td> </tr> <tr> <td>Result from ordinary business activities</td> <td style="text-align: right;">51,200</td> <td style="text-align: right;">223,497</td> </tr> <tr> <td>Net retained profits</td> <td style="text-align: right;">649</td> <td style="text-align: right;">649</td> </tr> </tbody> </table> <p>The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited non-consolidated half year financial statements (short version) of VWLGMBH:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;">30 June 2014</th> <th style="text-align: right; width: 20%;">31 December 2013</th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td style="text-align: right;">21,608,831</td> <td style="text-align: right;">19,353,899</td> </tr> <tr> <td>Tangible Fixed Assets</td> <td style="text-align: right;">18,927,632</td> <td style="text-align: right;">17,968,923</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">157,107</td> <td style="text-align: right;">219,124</td> </tr> </tbody> </table>		31 December 2013	31 December 2012		EUR 000		Total Assets	19,353,899	18,228,631	Tangible Fixed Assets	17,968,923	16,788,688	Equity	219,124	219,124	Liabilities	14,317,459	13,135,024		1 January – 31 December			2013	2012		EUR 000		Net income from financial transactions	4,623,302	4,518,769	Result from ordinary business activities	51,200	223,497	Net retained profits	649	649		30 June 2014	31 December 2013		EUR 000		Total Assets	21,608,831	19,353,899	Tangible Fixed Assets	18,927,632	17,968,923	Equity	157,107	219,124
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		Liabilities	16,802,715	14,317,459
		Income statement data		
			1 January – 30 June	
			2014	2013
			EUR 000	
		Net income from financial transactions	2,599,099	2,325,256
		Result from ordinary business activities	55,511	23,767
		Net retained profits/losses	-73,254	-81,675
		There has been no material adverse change in the prospects of VWLGMBH since the date of its last published audited financial statements as at 31 December 2013.		
		There has been no significant change in the financial or trading position of VWLGMBH since 30 June 2014.		

"

3. On page 11 the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Financial Services N.V. as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	The following table shows selected financial information of VWFSNV extracted from the audited non-consolidated financial statements as at and for the financial years ended 31 December 2012 and 2013:
		Balance sheet data
		31 December 2013 31 December 2012
		EUR 000
		Balance sheet total
		5,511,524 5,422,992
		Fixed assets
		3,540,685 2,459,104
		Current assets
		1,970,839 2,963,888
		Total liabilities
		4,905,130 4,628,268
		Equity
		606,394 794,724
		Income statement data
		1 January – 31 December
		2013 2012
		EUR 000
		22,417 30,951

		Net interest and similar income		
		Result before taxation	21,573	30,104
		Result after taxation	16,670	23,463
		The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited non-consolidated financial statements for the first half year of 2014 of VWFSNV:		
		Balance sheet data		
			30 June 2014	31 December 2013
			EUR 000	
		Balance sheet total	8,096,843	5,511,524
		Fixed assets	6,114,235	3,540,685
		Current assets	1,982,608	1,970,839
		Total liabilities	7,449,404	4,905,130
		Equity	647,439	606,394
		Income statement data		
			1 January – 30 June	
			2014	2013
			EUR 000	
		Net interest and similar income	8,518	13,211
		Result before taxation	7,894	12,795
		Result after taxation	6,045	9,943
		There has been no material adverse change in the prospects of VWFSNV since the date of its last published audited non-consolidated financial statements as at 31 December 2013.		
		There has been no significant change in the financial or trading position of VWFSNV since 30 June 2014.		

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4. On page 13 the information in "Section B – Issuer" in subsection "[1. Information relating to Volkswagen Financial Services Australia Pty Limited as Issuer" under "Element B.12 – Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the Issuer, statement regarding trend information and significant changes in the financial or trading position of the Issuer	<p>The following table shows selected financial information of VWFSAL extracted from the audited consolidated financial statements as at and for the financial year ended 31 December 2012 (restated) and 2013:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;">31 December 2013</th> <th style="text-align: right; width: 20%;">31 December 2012*)</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">2,992,518</td> <td style="text-align: right;">2,576,774</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">2,809,444</td> <td style="text-align: right;">2,429,112</td> </tr> <tr> <td>Net assets</td> <td style="text-align: right;">183,074</td> <td style="text-align: right;">147,662</td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;">183,074</td> <td style="text-align: right;">147,662</td> </tr> </tbody> </table> <p>Income statement data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center;">1 January – 31 December</th> </tr> <tr> <td></td> <th style="text-align: right; width: 20%;">2013</th> <th style="text-align: right; width: 20%;">2012*)</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> <tr> <td>Net interest revenue</td> <td style="text-align: right;">38,837</td> <td style="text-align: right;">34,212</td> </tr> <tr> <td>Total income from operations</td> <td style="text-align: right;">53,268</td> <td style="text-align: right;">43,932</td> </tr> <tr> <td>Profit before income tax</td> <td style="text-align: right;">14,656</td> <td style="text-align: right;">8,285</td> </tr> <tr> <td>Profit for the year attributable to owners</td> <td style="text-align: right;">10,263</td> <td style="text-align: right;">4,952</td> </tr> </tbody> </table> <p>*) restated</p> <p>The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited consolidated financial statements for the first half year of 2014 of VWFSAL:</p> <p>Balance sheet data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="text-align: right; width: 20%;">30 June 2014</th> <th style="text-align: right; width: 20%;">31 December 2013</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">3,149,744</td> <td style="text-align: right;">2,992,518</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">2,960,158</td> <td style="text-align: right;">2,809,444</td> </tr> <tr> <td>Net assets</td> <td style="text-align: right;">189,586</td> <td style="text-align: right;">183,074</td> </tr> <tr> <td>Total equity</td> <td style="text-align: right;">189,586</td> <td style="text-align: right;">183,074</td> </tr> </tbody> </table> <p>Income statement data</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th colspan="2" style="text-align: center;">1 January – 30 June</th> </tr> <tr> <td></td> <th style="text-align: right; width: 20%;">2014</th> <th style="text-align: right; width: 20%;">2013</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">AUD 000</td> </tr> </tbody> </table>		31 December 2013	31 December 2012*)		AUD 000		Total assets	2,992,518	2,576,774	Total liabilities	2,809,444	2,429,112	Net assets	183,074	147,662	Total equity	183,074	147,662		1 January – 31 December			2013	2012*)		AUD 000		Net interest revenue	38,837	34,212	Total income from operations	53,268	43,932	Profit before income tax	14,656	8,285	Profit for the year attributable to owners	10,263	4,952		30 June 2014	31 December 2013		AUD 000		Total assets	3,149,744	2,992,518	Total liabilities	2,960,158	2,809,444	Net assets	189,586	183,074	Total equity	189,586	183,074		1 January – 30 June			2014	2013		AUD 000	
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		Net interest revenue	24,287	15,833
		Total income from operations	33,941	21,568
		Profit before income tax	8,763	4,207
		Profit for the year attributable to owners	6,125	2,963
		There has been no material adverse change in the prospects of VWFSAL since the date of its last published audited consolidated financial statements as at 31 December 2013.		
		There has been no significant change in the financial or trading position of VWFSAL since the date of its last published consolidated financial statements since 30 June 2014.		

"

5. On page 15 the information in "Section B – Issuer" in subsection "[1.][2.] Information relating to Volkswagen Financial Services Aktiengesellschaft as [Issuer][Guarantor]" under "Element B.12 – Selected historical key financial information regarding the [Issuer][Guarantor], statement regarding trend information and significant changes in the financial or trading position of the [Issuer][Guarantor]", shall be deleted and replaced by the following information:

"

B.12	Selected historical key financial information regarding the [Issuer][Guarantor], statement regarding trend information and significant changes in the financial or trading position of the [Issuer][Guarantor]	<p>The following table shows selected financial information of VWFSAG extracted from the audited consolidated financial statements as at and for the financial years ended 31 December 2012 and 2013 prepared on the basis of the International Financial Reporting Standards (IFRS), as adopted by the EU:</p> <p>Income statement data</p> <table style="margin-left: 40px;"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">1 January – 31 December</th> </tr> <tr> <th></th> <th style="text-align: center;">2013</th> <th style="text-align: center;">2012*</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR million</th> </tr> </thead> <tbody> <tr> <td>Pre-tax result</td> <td style="text-align: right;">1,315</td> <td style="text-align: right;">992</td> </tr> <tr> <td>Taxes on income and earnings</td> <td style="text-align: right;">-373</td> <td style="text-align: right;">-264</td> </tr> <tr> <td>Net income</td> <td style="text-align: right;">942</td> <td style="text-align: right;">728</td> </tr> </tbody> </table> <p>Balance sheet data</p> <table style="margin-left: 40px;"> <thead> <tr> <th></th> <th style="text-align: center;">31 December 2013</th> <th style="text-align: center;">31 December 2012*</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR million</th> </tr> </thead> <tbody> <tr> <td>Total Assets</td> <td style="text-align: right;">90,992</td> <td style="text-align: right;">87,378</td> </tr> <tr> <td>Receivables from customers arising from</td> <td></td> <td></td> </tr> <tr> <td> Retail financing</td> <td style="text-align: right;">40,284</td> <td style="text-align: right;">38,127</td> </tr> <tr> <td> Wholesale financing</td> <td style="text-align: right;">11,082</td> <td style="text-align: right;">10,781</td> </tr> <tr> <td> Leasing business</td> <td style="text-align: right;">16,298</td> <td style="text-align: right;">15,312</td> </tr> <tr> <td>Leased Assets</td> <td style="text-align: right;">8,545</td> <td style="text-align: right;">7,474</td> </tr> <tr> <td>Customer deposits</td> <td style="text-align: right;">24,286</td> <td style="text-align: right;">24,889</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;">8,883</td> <td style="text-align: right;">8,802</td> </tr> </tbody> </table> <p>*) Figures were adjusted due to the amendment of IAS 19.</p> <p>The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited interim consolidated financial statements (short version) of VWFSAG prepared in accordance with International Financial Reporting Standards International Financial Reporting Standards (IFRS), as adopted by the EU:</p>		1 January – 31 December			2013	2012*		in EUR million		Pre-tax result	1,315	992	Taxes on income and earnings	-373	-264	Net income	942	728		31 December 2013	31 December 2012*		in EUR million		Total Assets	90,992	87,378	Receivables from customers arising from			Retail financing	40,284	38,127	Wholesale financing	11,082	10,781	Leasing business	16,298	15,312	Leased Assets	8,545	7,474	Customer deposits	24,286	24,889	Equity	8,883	8,802
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Income statement data		
1 January – 30 June		
	2014	2013
	in EUR million	
Pre-tax result	637	551
Taxes on income and earnings	-175	-146
Income after taxes	462	405
Balance sheet data		
	30 June 2014	31 December 2013
	in EUR million	
Total Assets	100,616	90,992
Receivables from customers arising from		
Retail financing	43,729	40,284
Wholesale financing	11,963	11,082
Leasing business	19,768	16,298
Leased Assets	9,623	8,545
Customer deposits	25,329	24,286
Equity	11,842	8,883
<p>There has been no material adverse change in the prospects of VWFSAG since the date of its last published audited consolidated financial statements as at 31 December 2013.</p> <p>There has been no significant change in the financial or trading position of VWFSAG since 30 June 2014.</p>		

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**II. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "GERMAN TRANSLATION OF THE SUMMARY"**

6. On page 30 the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Leasing GmbH als Emittentin" under "Element B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWLGMBH aus dem geprüften nicht-konsolidierten Jahresabschluss für die zum 31. Dezember 2012 und 2013 beendeten Geschäftsjahre:</p> <p>Bilanzangaben</p> <table border="0"> <thead> <tr> <th></th> <th align="right">31. Dezember 2013</th> <th align="right">31. Dezember 2012</th> </tr> <tr> <th></th> <th align="right" colspan="2">EUR 000</th> </tr> </thead> <tbody> <tr> <td>Summe der Aktiva</td> <td align="right">19.353.899</td> <td align="right">18.228.631</td> </tr> <tr> <td>Anlagevermögen</td> <td align="right">17.968.923</td> <td align="right">16.788.688</td> </tr> <tr> <td>Eigenkapital</td> <td align="right">219.124</td> <td align="right">219.124</td> </tr> <tr> <td>Passiva</td> <td align="right">14.317.459</td> <td align="right">13.135.024</td> </tr> </tbody> </table> <p>Gewinn- und Verlustrechnung</p> <table border="0"> <thead> <tr> <th></th> <th align="right" colspan="2">1. Januar – 31. Dezember</th> </tr> <tr> <th></th> <th align="right">2013</th> <th align="right">2012</th> </tr> <tr> <th></th> <th align="right" colspan="2">EUR 000</th> </tr> </thead> <tbody> <tr> <td>Nettoeinnahmen von Finanztransaktionen</td> <td align="right">4.623.302</td> <td align="right">4.518.769</td> </tr> <tr> <td>Ergebnis der normalen Geschäftstätigkeit</td> <td align="right">51.200</td> <td align="right">223.497</td> </tr> <tr> <td>Bilanzgewinn</td> <td align="right">649</td> <td align="right">649</td> </tr> </tbody> </table> <p>Die folgende Tabelle enthält ausgewählte Finanzinformationen für das erste Halbjahr des Geschäftsjahres 2014, welche aus dem ungeprüften nicht-konsolidierten Halbjahresfinanzbericht (Kurzfassung) der VWLGMBH entnommen wurden.</p> <p>Bilanzangaben</p> <table border="0"> <thead> <tr> <th></th> <th align="right">30. Juni 2014</th> <th align="right">31. Dezember 2013</th> </tr> <tr> <th></th> <th align="right" colspan="2">EUR 000</th> </tr> </thead> <tbody> <tr> <td>Summe der Aktiva</td> <td align="right">21.608.831</td> <td align="right">19.353.899</td> </tr> <tr> <td>Anlagevermögen</td> <td align="right">18.927.632</td> <td align="right">17.968.923</td> </tr> <tr> <td>Eigenkapital</td> <td align="right">157.107</td> <td align="right">219.124</td> </tr> <tr> <td>Passiva</td> <td align="right">16.802.715</td> <td align="right">14.317.459</td> </tr> </tbody> </table>		31. Dezember 2013	31. Dezember 2012		EUR 000		Summe der Aktiva	19.353.899	18.228.631	Anlagevermögen	17.968.923	16.788.688	Eigenkapital	219.124	219.124	Passiva	14.317.459	13.135.024		1. Januar – 31. Dezember			2013	2012		EUR 000		Nettoeinnahmen von Finanztransaktionen	4.623.302	4.518.769	Ergebnis der normalen Geschäftstätigkeit	51.200	223.497	Bilanzgewinn	649	649		30. Juni 2014	31. Dezember 2013		EUR 000		Summe der Aktiva	21.608.831	19.353.899	Anlagevermögen	18.927.632	17.968.923	Eigenkapital	157.107	219.124	Passiva	16.802.715	14.317.459
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		Gewinn- und Verlustrechnung
		1. Januar – 30. Juni
		2014 2013
		EUR 000
		Nettoeinnahmen von Finanztransaktionen 2.559.099 2.325.256
		Ergebnis der normalen Geschäftstätigkeit 55.511 23.767
		Bilanzgewinn/Bilanzverlust -73.254 -81.675
		Seit dem Datum des letzten geprüften und veröffentlichten Jahresabschlusses zum 31. Dezember 2013 ist keine wesentliche negative Veränderung in den Aussichten der VWLGMBH aufgetreten.
		Seit dem 30. Juni 2014 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWLGMBH eingetreten.

"

7. On page 32 the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Financial Services N.V. als Emittentin" under "Element B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWFSNV aus dem geprüften nicht-konsolidierten Jahresabschluss für die zum 31. Dezember 2012 und 2013 beendeten Geschäftsjahre:</p> <p>Bilanzangaben</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;"></th> <th style="width: 30%; text-align: center;">31. Dezember 2013</th> <th style="width: 30%; text-align: center;">31. Dezember 2012</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> <tr> <td>Bilanzsumme</td> <td style="text-align: right;">5.511.524</td> <td style="text-align: right;">5.422.992</td> </tr> <tr> <td>Anlagevermögen</td> <td style="text-align: right;">3.540.685</td> <td style="text-align: right;">2.459.104</td> </tr> <tr> <td>Umlaufvermögen</td> <td style="text-align: right;">1.970.839</td> <td style="text-align: right;">2.963.888</td> </tr> <tr> <td>Gesamtpassiva</td> <td style="text-align: right;">4.905.130</td> <td style="text-align: right;">4.628.268</td> </tr> <tr> <td>Eigenkapital</td> <td style="text-align: right;">606.394</td> <td style="text-align: right;">794.724</td> </tr> </tbody> </table> <p>Gewinn- und Verlustrechnung</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 40%;"></th> <th style="width: 30%; text-align: center;">1. Januar – 31. Dezember</th> <th style="width: 30%;"></th> </tr> <tr> <td></td> <td style="text-align: center;">2013</td> <td style="text-align: center;">2012</td> </tr> </thead> <tbody> <tr> <td></td> <td colspan="2" style="text-align: center;">EUR 000</td> </tr> <tr> <td>Nettozinsertrag und gleichartige Einnahmen</td> <td style="text-align: right;">22.417</td> <td style="text-align: right;">30.951</td> </tr> <tr> <td>Ergebnis vor Steuern</td> <td style="text-align: right;">21.573</td> <td style="text-align: right;">30.104</td> </tr> </tbody> </table>		31. Dezember 2013	31. Dezember 2012		EUR 000		Bilanzsumme	5.511.524	5.422.992	Anlagevermögen	3.540.685	2.459.104	Umlaufvermögen	1.970.839	2.963.888	Gesamtpassiva	4.905.130	4.628.268	Eigenkapital	606.394	794.724		1. Januar – 31. Dezember			2013	2012		EUR 000		Nettozinsertrag und gleichartige Einnahmen	22.417	30.951	Ergebnis vor Steuern	21.573	30.104
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		Ergebnis nach Steuern	16.670	23.463
		Die folgende Tabelle enthält ausgewählte Finanzinformationen für das erste Halbjahr des Geschäftsjahres 2014, welche dem ungeprüften nicht-konsolidierten Halbjahresabschluss (Kurzfassung) der VWFSNV entnommen wurden.		
		Bilanzangaben		
			30. Juni 2014	31. Dezember 2013
			EUR 000	
		Bilanzsumme	8.096.843	5.511.524
		Anlagevermögen	6.114.235	3.540.685
		Umlaufvermögen	1.982.608	1.970.839
		Gesamtpassiva	7.449.404	4.905.130
		Eigenkapital	647.439	606.394
		Gewinn- und Verlustrechnung		
			1. Januar – 30. Juni	
			2014	2013
			EUR 000	
		Nettozinsertrag und gleichartige Einnahmen	8.518	13.211
		Ergebnis vor Steuern	7.894	12.795
		Ergebnis nach Steuern	6.045	9.943
		Seit dem Datum des letzten geprüften und veröffentlichten nicht-konsolidierten Jahresabschlusses zum 31. Dezember 2013 ist keine wesentliche negative Veränderung in den Aussichten der VWFSNV eingetreten.		
		Seit dem 30. Juni 2014 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWFSNV eingetreten.		

"

8. On page 34 the information in "Abschnitt B – Emittent" in subsection "[1. Informationen bezüglich der Volkswagen Financial Services Australia Pty Limited als Emittentin" under "Element B.12 – Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die Emittentin, Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der Emittentin	Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWFSAL aus dem geprüften konsolidierten Jahresabschluss für die zum 31. Dezember 2012 (angepasst) und 2013 beendeten Geschäftsjahre:		
		Bilanzdaten		
		31. Dezember 2013	31. Dezember 2012*)	
		AUD 000		
		Bilanzsumme	2.992.518	2.576.774

	Passiva	2.809.444	2.429.112
	Nettovermögen	183.074	147.662
	Eigenkapital	183.074	147.662
	Gewinn- und Verlustrechnung		
		1. Januar – 31. Dezember	
		2013	2012*)
		AUD 000	
	Nettozinsertrag	38.837	34.212
	Gesamteinnahmen	53.268	43.932
	Gewinn vor Steuereinnahmen	14.656	8.285
	Ausgezahlter Jahresgewinn an die Anteilseigner	10.263	4.952
	*) angepasst.		
	Die folgende Tabelle enthält ausgewählte Finanzinformationen für das erste Halbjahr des Geschäftsjahres 2014, welche dem ungeprüften konsolidierten Halbjahresabschluss (Kurzfassung) der VWFSAL entnommen wurden.		
	Bilanzangaben		
		30. Juni 2014	31. Dezember 2013
		AUD 000	
	Bilanzsumme	3.149.744	2.992.518
	Passiva	2.960.158	2.809.444
	Nettovermögen	189.586	183.074
	Eigenkapital	189.586	183.074
	Gewinn- und Verlustrechnung		
		1. Januar – 30. Juni	
		2014	2013
		AUD 000	
	Nettozinsertrag	24.287	15.833
	Gesamteinnahmen	33.941	21.568
	Gewinn vor Steuereinnahmen	8.763	4.207
	Ausgezahlter Jahresgewinn an die Anteilseigner	6.125	2.963
	Seit dem Datum der Veröffentlichung des letzten geprüften, konsolidierten Jahresabschlusses (31. Dezember 2013) ist keine wesentliche negative Veränderung in den Aussichten der VWFSAL eingetreten.		
	Seit dem 30. Juni 2014 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWFSAL eingetreten.		

"

9. On page 36 the information in "Abschnitt B – Emittent" in subsection "[1.][2.] Informationen bezüglich der Volkswagen Financial Services Aktiengesellschaft als [Emittentin][Garantin]" under "Element B.12 – Ausgewählte wesentliche historische Finanzinformationen über die [Emittentin][Garantin], Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der [Emittentin][Garantin]", shall be deleted and replaced by the following information:

"

B.12	Ausgewählte wesentliche historische Finanzinformationen über die [Emittentin][Garantin], Erklärung zu Trendinformationen sowie wesentliche Veränderungen der Finanzlage oder Handelsposition der [Emittentin][Garantin]	<p>Die folgende Tabelle enthält ausgewählte Finanzinformationen zur VWFSAG aus dem geprüften konsolidierten Jahresabschluss für die zum 31. Dezember 2012 und 2013 beendeten Geschäftsjahre. Diese wurden gemäß den in der Europäischen Union anzuwendenden <i>International Financial Reporting Standards</i> (IFRS) aufgestellt.</p> <p>Gewinn- und Verlustrechnung</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">1. Januar – 31. Dezember</th> </tr> <tr> <th></th> <th style="text-align: center;">2013</th> <th style="text-align: center;">2012*)</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR Mio.</th> </tr> </thead> <tbody> <tr> <td>Ergebnis vor Steuern</td> <td style="text-align: right;">1.315</td> <td style="text-align: right;">992</td> </tr> <tr> <td>Steuern vom Einkommen und vom Ertrag</td> <td style="text-align: right;">-373</td> <td style="text-align: right;">-264</td> </tr> <tr> <td>Jahresüberschuss</td> <td style="text-align: right;">942</td> <td style="text-align: right;">728</td> </tr> </tbody> </table> <p>Bilanzangaben</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">31. Dezember 2013</th> <th style="text-align: center;">31. Dezember 2012*)</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR Mio.</th> </tr> </thead> <tbody> <tr> <td>Bilanzsumme</td> <td style="text-align: right;">90.992</td> <td style="text-align: right;">87.378</td> </tr> <tr> <td>Forderungen an Kunden aus</td> <td></td> <td></td> </tr> <tr> <td style="padding-left: 20px;">Kundenfinanzierung</td> <td style="text-align: right;">40.284</td> <td style="text-align: right;">38.127</td> </tr> <tr> <td style="padding-left: 20px;">Händlerfinanzierung</td> <td style="text-align: right;">11.082</td> <td style="text-align: right;">10.781</td> </tr> <tr> <td style="padding-left: 20px;">Leasinggeschäft</td> <td style="text-align: right;">16.298</td> <td style="text-align: right;">15.312</td> </tr> <tr> <td>Vermietete Vermögenswerte</td> <td style="text-align: right;">8.545</td> <td style="text-align: right;">7.474</td> </tr> <tr> <td>Kundeneinlagen</td> <td style="text-align: right;">24.286</td> <td style="text-align: right;">24.889</td> </tr> <tr> <td>Eigenkapital</td> <td style="text-align: right;">8.883</td> <td style="text-align: right;">8.802</td> </tr> </tbody> </table> <p>*) Zahlen wurden aufgrund der Änderung des IAS 19 angepasst.</p> <p>Die folgende Tabelle enthält ausgewählte Finanzinformationen für das erste Halbjahr des Geschäftsjahres 2014, welche dem ungeprüften Konzernzwischenabschluss (Kurzfassung) der VWFSAG entnommen wurden, der gemäß den in der Europäischen Union anzuwendenden <i>International Financial Reporting Standards</i> (IFRS) erstellt wurde.</p> <p>Gewinn- und Verlustrechnungsdaten</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th colspan="2" style="text-align: center;">1. Januar – 30. Juni</th> </tr> <tr> <th></th> <th style="text-align: center;">2014</th> <th style="text-align: center;">2013</th> </tr> <tr> <th></th> <th colspan="2" style="text-align: center;">in EUR Mio.</th> </tr> </thead> <tbody> <tr> <td>Ergebnis vor Steuern</td> <td style="text-align: right;">637</td> <td style="text-align: right;">551</td> </tr> <tr> <td>Steuern vom Einkommen und vom Ertrag</td> <td style="text-align: right;">-175</td> <td style="text-align: right;">-146</td> </tr> <tr> <td>Ergebnis nach Steuern</td> <td style="text-align: right;">462</td> <td style="text-align: right;">405</td> </tr> </tbody> </table>		1. Januar – 31. Dezember			2013	2012*)		in EUR Mio.		Ergebnis vor Steuern	1.315	992	Steuern vom Einkommen und vom Ertrag	-373	-264	Jahresüberschuss	942	728		31. Dezember 2013	31. Dezember 2012*)		in EUR Mio.		Bilanzsumme	90.992	87.378	Forderungen an Kunden aus			Kundenfinanzierung	40.284	38.127	Händlerfinanzierung	11.082	10.781	Leasinggeschäft	16.298	15.312	Vermietete Vermögenswerte	8.545	7.474	Kundeneinlagen	24.286	24.889	Eigenkapital	8.883	8.802		1. Januar – 30. Juni			2014	2013		in EUR Mio.		Ergebnis vor Steuern	637	551	Steuern vom Einkommen und vom Ertrag	-175	-146	Ergebnis nach Steuern	462	405
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Bilanzangaben		
	30. Juni 2014	31. Dezember 2013
	in EUR Mio.	
Bilanzsumme	100.616	90.992
Forderungen an Kunden aus		
Kundenfinanzierung	43.729	40.284
Händlerfinanzierung	11.963	11.082
Leasinggeschäft	19.768	16.298
Vermietete	9.623	8.545
Vermögenswerte		
Kundeneinlagen	25.329	24.286
Eigenkapital	11.842	8.883
<p>Seit dem Datum des letzten geprüften und veröffentlichten konsolidierten Jahresabschlusses zum 31. Dezember 2013 ist keine wesentliche negative Veränderung in den Aussichten der VWFSAG eingetreten.</p> <p>Seit dem 30. Juni 2014 ist keine wesentliche Veränderung in der Finanzlage oder Handelsposition der VWFSAG eingetreten.</p>		

"

**III. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES AKTIENGESELLSCHAFT
AS ISSUER AND GUARANTOR"**

10. On page 87 the following information shall be added at the end of the section "Selected Financial Information":

"The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited interim consolidated financial statements (short version) of VWFSAG prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the EU:

Income statement data

	1 January – 30 June	
	2014	2013
	in EUR million	
Pre-tax result	637	551
Taxes on income and earnings	-175	-146
Income after taxes	462	405

Balance sheet data

	30 June 2014	31 December 2013
	in EUR million	
Total Assets	100,616	90,992
Receivables from customers arising from		
Retail financing	46,729	40,284
Wholesale financing	11,963	11,082
Leasing business	19,768	16,298
Leased Assets	9,623	8,545
Customer deposits	25,329	24,286
Equity	11,842	8,883

"

11. On page 89 the following section shall be inserted before the section entitled "Auditors":

"Interim Financial Information

The unaudited consolidated interim financial statements of the VWFSAG for the first half of the financial year 2014 are incorporated by reference in and form part of this Prospectus."

12. On page 89 the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:

"There has been no significant change in the financial or trading position of VWFSAG since the date of its last published interim financial information as at 30 June 2014."

**IV. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "VOLKSWAGEN LEASING GMBH AS ISSUER"**

13. On page 91 the following information shall be added at the end of the section "Selected Financial Information":

"The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited half year financial statements (short version) of VWLGMBH:

Balance sheet data

	30 June 2014	31 December 2013
	EUR 000	
Total Assets	21,608,831	19,353,899
Tangible Fixed Assets	18,927,632	17,968,923
Equity	157,107	219,124
Liabilities	16,802,715	14,317,459

Income statement data

	1 January – 30 June	
	2014	2013
	EUR 000	
Net income from financial transactions	2,559,099	2,325,256
Result from ordinary business activities	55,511	23,767
Net retained profits/losses	-73,254	-81,675

"

14. On page 93 the following section shall be inserted before the section entitled "Auditors":

"Interim Financial Information

The unaudited consolidated interim financial statements of the Issuer for the first half of the financial year 2014 are incorporated by reference in and form part of this Prospectus."

15. On page 93 the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:

"There has been no significant change in the financial or trading position of VWLGMBH since the date of its last published interim financial information as at 30 June 2014."

**V. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES N.V. AS ISSUER"**

16. On page 94 the following information shall be added at the end of the section "Selected Financial Information":

"The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited non-consolidated financial statements for the first half year of 2014 of VWFSNV:

Balance sheet data

	30 June 2014	31 December 2013
	EUR 000	
Balance sheet total	8,096,843	5,511,524
Fixed assets	6,114,235	3,540,685
Current assets	1,982,608	1,970,839
Total liabilities	7,449,404	4,905,130
Equity	647,439	606,394

Income statement data

	1 January – 30 June	
	2014	2013
	EUR 000	
Net interest and similar income	8,518	13,211
Result before taxation	7,894	12,795
Result after taxation	6,045	9,943

"

17. On page 96 the following section shall be inserted before the section entitled "Auditors":

"Interim Financial Information

The unaudited non-consolidated interim financial statements of the Issuer for the first half of the financial year 2014 are incorporated by reference in and form part of this Prospectus."

18. On page 96 the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:

"There has been no significant change in the financial or trading position of VWFSNV since the date of its last published interim financial information as at 30 June 2014."

**VI. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "VOLKSWAGEN FINANCIAL SERVICES AUSTRALIA PTY LIMITED
AS ISSUER"**

19. On page 99 the following information shall be added at the end of the section "Selected Financial Information":

"The following table sets forth selected financial information for the first half of the financial year 2014 which has been extracted from the unaudited consolidated financial statements for the first half year of 2014 of VWFSAL:

Balance sheet data

	30 June 2014	31 December 2013
	AUD 000	
Total assets	3,149,744	2,992,518
Total liabilities	2,960,158	2,809,444
Net assets	189,586	183,074
Total equity	189,586	183,074

Income statement data

	1 January – 30 June	
	2014	2013
	AUD 000	
Net interest revenue	24,287	15,833
Total income from operations	33,941	21,568
Profit before income tax	8,763	4,207
Profit for the year attributable to owners	6,125	2,963

"

20. On page 100 the following section shall be inserted before the section entitled "Auditors":

"Interim Financial Information

The unaudited consolidated interim financial statements of the Issuer for the first half of the financial year 2014 are incorporated by reference in and form part of this Prospectus."

21. On page 101 the information in the section "Significant Change in the Financial or Trading Position" shall be deleted and replaced by the following information:

"There has been no significant change in the financial or trading position of VWFSAL since the date of its last published interim financial information as at 30 June 2014."

**VII. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "GENERAL INFORMATION"**

22. On page 352 the following paragraphs shall be added in the subsection "5. Documents on Display":

- "(vi) the Consolidated Interim Report 2014 (unaudited) of VWFSAG for the period from January to June 2014;
- (vii) the non-consolidated Half-Year Financial Report (unaudited) of VWLGMBH for the period from January to June 2014;
- (viii) the non-consolidated Financial Statements (unaudited) of VWFSNV for the first half year of 2014;
- (ix) the Consolidated Interim Report 2014 (unaudited) of VWFSAL for the period from January to June 2014."

**VIII. SUPPLEMENTAL INFORMATION
RELATING TO THE SECTION "DOCUMENTS INCORPORATED BY REFERENCE"**

23. On page 353 the following paragraphs shall be added at the end of the subsection "Documents incorporated by reference":

- "(o) the Consolidated Interim Report 2014 (unaudited) of VWFSAG for the period from January to June 2014.
- (p) the non-consolidated Half-Year Financial Report (unaudited) of VWLGMBH for the period from January to June 2014.
- (q) the non-consolidated Financial Statements (unaudited) of VWFSNV for the first half year of 2014.
- (r) the Consolidated Interim Report 2014 (unaudited) of VWFSAL for the period from January to June 2014."

24. On page 353 the following information shall be added in the table in the subsection "Comparative Table of Documents incorporated by Reference":

"

Page	Section of Prospectus	Document incorporated by reference
89	VWFSAG, Interim Financial Information	<u>Consolidated Interim Report January-June 2014 (unaudited) of VWFSAG</u> Interim Management Report, (p. 2 – p. 9) <i>Interim Consolidated Financial Statements of the Volkswagen Financial Services AG Group</i> Income Statement, (p. 10) Statement of Comprehensive Income, (p. 11) Balance Sheet, (p. 12) Statement of Changes in Equity (p. 13) Cash Flow Statement, (p. 14) Notes, (p. 15 – p. 26)
93	VWLGMBH, Interim Financial Information	<u>Half-Year Financial Report January-June 2014 (unaudited) of VWLGMBH</u> Interim Management Report, (p. 1 – p. 5) <i>Half-Year Financial Statements</i> Balance Sheet, (p. 6 – p. 7) Income Statement (p. 8) Notes, (p. 9 – p. 14)
96	VWFSNV, Interim Financial Information	<u>Financial Report June 2014 (unaudited) of VWFSNV</u> Management Report, (p. 2 – p. 3) <i>Financial Statements</i> Balance Sheet, (p. 4 – p. 5) Income Statement, (p. 6)

100	VWFSAL, Interim Financial Information	<p><u>Consolidated Interim Report January – June 2014 (unaudited) of VWFSAL</u></p> <p>Analysis of the company’s business development and position, (p. 2)</p> <p>Opportunity and risk report, (p. 3)</p> <p>Anticipated development, (p.4)</p> <p><i>Financial Statements</i></p> <p>Balance Sheet, (p. 5)</p> <p>Income Statement, (p. 6)</p> <p>Notes to the interim financial statements, (p. 7 – p. 10)</p>
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To the extent that there is any inconsistency between any statement in the First Supplement and any other statement in or incorporated in the Prospectus, the statements in the First Supplement will prevail.

The First Supplement is available for viewing in electronic form at the website of the Luxembourg Stock Exchange (www.bourse.lu) and at the website of VWFSAG (www.vwfsag.com) (available under "Investor Relations", "Refinancing", "Debt Issuance and Commercial Paper Programmes") and copies may be obtained free of charge from Volkswagen Financial Services Aktiengesellschaft, Gifhorner Straße 57, 38112 Braunschweig, Federal Republic of Germany.

Save as disclosed in the First Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Notes to be issued under the Programme before the First Supplement is published have the right, exercisable within two working days after the publication of the First Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 6 August 2014.