Second Supplement dated
16 September 2013
to the Prospectus dated
12 June 2013

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 18,000,000,000
Debt Issuance Programme

(the **"Programme"**)

This second supplement (the "**Second Supplement**") to the base prospectus dated 12 June 2013, as supplemented on 7 August 2013 (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 18,000,000,000 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 Second Supplement.

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

The Second Supplement has been prepared to incorporate by reference into the Prospectus the following documents:

- Final Terms dated 2 April 2013 related to the NOK 750,000,000 2.375 per cent. Fixed Rate Notes due 4 April 2016, Series F04/13-894, issued by VWFSNV (ISIN: XS0909324039);
- Final Terms dated 21 May 2012 related to the GBP 250,000,000 2.00 per cent. Fixed Rate Notes due 23 October 2015, Series F10/12-829, issued by VWFSNV (ISIN: XS0784809393);
- Final Terms dated 25 March 2013 related to the GBP 250,000,000 1.250 per cent. Fixed Rate Notes due 15 December 2016, Series F06/13-896, issued by VWFSNV (ISIN: XS0910489904); and
- Final Terms dated 21 May 2013 related to the GBP 250,000,000 1.25 per cent. Fixed Rate Notes due 23 May 2016, Series F13/13-912, issued by VWFSNV (ISIN: XS0934107698).

The Issuers accept responsibility for the information given in the Second Supplement. The Issuers hereby declare, that having taken all reasonable care to ensure that such is the case, the information contained in this Second 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.

SUPPLEMENTAL INFORMATION RELATING TO THE SECTION "DOCUMENTS INCORPORATED BY REFERENCE"

1. *On page 303 the following paragraphs shall be added at the end of the subsection "Documents incorporated by reference":*

"(p) Final Terms dated 2 April 2013 related to the NOK 750,000,000 2.375 per cent. Fixed Rate Notes due 4 April 2016, Series F04/13-894, issued by VWFSNV (ISIN: XS0909324039) which have been published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and filed with the Commission ("**Final Terms 2 April 2013**").

(q) Final Terms dated 21 May 2012 related to the GBP 250,000,000 2.00 per cent. Fixed Rate Notes due 23 October 2015, Series F10/12-829, issued by VWFSNV (ISIN: XS0784809393) which have been published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and filed with the Commission ("**Final Terms 21 May 2012**").

(r) Final Terms dated 25 March 2013 related to the GBP 250,000,000 1.250 per cent. Fixed Rate Notes due 15 December 2016, Series F06/13-896, issued by VWFSNV (ISIN: XS0910489904) which have been published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and filed with the Commission ("**Final Terms 25 March 2013**").

(s) Final Terms dated 21 May 2013 related to the GBP 250,000,000 1.25 per cent. Fixed Rate Notes due 23 May 2016, Series F13/13-912, issued by VWFSNV (ISIN: XS0934107698) which have been published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and filed with the Commission ("**Final Terms 21 May 2013**")."

2. *On page 307 the following lines shall be added at the end of the table in the subsection "Comparative Table of Documents incorporated by Reference":*

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Page	Section of Prospectus	Document incorporated by reference
240	**Form of Final Terms**	**Final Terms 2 April 2013** **Terms and Conditions (Integrated Conditions) (p. 17 - p. 40)**
240	**Form of Final Terms**	**Final Terms 21 May 2012** **Terms and Conditions (Integrated Conditions) (p. 16 - p. 39)**
240	**Form of Final Terms**	**Final Terms 25 March 2013** **Terms and Conditions (Integrated Conditions) (p. 17 - p. 40)**
240	**Form of Final Terms**	**Final Terms 21 May 2013** **Terms and Conditions (Integrated Conditions) (p. 17 - p. 40)**

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

The Second 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 Second 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 Second Supplement is published have the right, exercisable within two working days after the publication of the Second Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be 18 September 2013.