

Dated 11 October 2011

*This document constitutes a supplement within the meaning of Article 16 of Directive 2003/71/EC to two base prospectuses: (i) the base prospectus of LANXESS Aktiengesellschaft 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 ("Non-Equity Securities") and (ii) the base prospectus of LANXESS Finance B. V. in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**"), as supplemented by a Supplement dated 11 May 2011 to the Debt Issuance Programme Prospectus (the "**First Supplement**").*



LANXESS Aktiengesellschaft

(incorporated in the Federal Republic of Germany)
as Issuer and as Guarantor for Notes issued by

LANXESS Finance B.V.

(incorporated with limited liability in the Netherlands)

EUR 2,500,000,000 Programme for the Issuance of
Debt Instruments (the "**Programme**")

Second Supplement dated 11 October 2011 to the Debt Issuance Programme Prospectus as supplemented by the First Supplement pursuant to Art. 16 (1) of Directive 2003/71/EC and Art. 13 (1) of the Luxembourg act relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) (the "**Second Supplement**").

This Second Supplement is supplemental to, and should be read in conjunction with the Debt Issuance Programme Prospectus dated 28 April 2011 as supplemented by the First Supplement (the "**Prospectus**") pertaining to the EUR 2,500,000,000 Programme for the Issuance of Debt Instruments of LANXESS Aktiengesellschaft and LANXESS Finance B.V. Therefore, with respect to future issues under the Programme of LANXESS Aktiengesellschaft and LANXESS Finance B.V., references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this Second Supplement. To the extent that there is any inconsistency between (a) any statements in this Second Supplement or any statement incorporated by reference into the Prospectus by this Second Supplement and (b) any other statement in or incorporated in the Prospectus, the statements in (a) above will prevail.

Terms defined in the Prospectus have the same meaning when used in this Second Supplement.

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 du 10 juillet 2005 relative aux prospectus pour valeurs mobilières*) (the "**Luxembourg Prospectus Act**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the United Kingdom of Great Britain and Northern Ireland, Ireland, the Republic of Austria and The Netherlands with a certificate of approval attesting that the Second Supplement has been drawn up in accordance with the Luxembourg Prospectus Act which implements Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003 into Luxembourg law ("**Notification**"). Each Issuer may request

the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

This Second Supplement and the Prospectus have been approved by the CSSF, have been filed with said authority and will be published - together with the documents incorporated by reference - in electronic form on the website of the Luxembourg Stock Exchange under "www.bourse.lu" and on the website of LANXESS Aktiengesellschaft (www.lanxess.de). A copy of this Second Supplement can also be obtained from the Paying Agent in Luxembourg as described on page 136 of the Prospectus.

This Second Supplement shall only be distributed in connection with the Prospectus.

By virtue of this Second Supplement each of

- a) the unaudited, condensed consolidated interim Financial Statements of LANXESS Group for H1 2011 and
- b) the unaudited unconsolidated semi-annual accounts of LANXESS Finance as of 30 June 2011

shall be deemed to be incorporated in, and form part of, the Prospectus. In addition, the amendments set out below shall be made to the Prospectus.

I. GENERAL INFORMATION

1. Right to withdraw

In accordance with article 13 (2) of the Luxembourg Prospectus Act, investors who have - prior to the publication of this Second Supplement - already agreed to purchase or subscribe for securities to be issued under this Programme shall have the right, exercisable within a time limit of two working days after the publication of the Second Supplement, to withdraw their acceptances provided that the securities have not yet been delivered. A withdrawal, if any, of an order must be communicated in writing to the Issuer at its registered office, specified in the list of NAMES AND ADDRESSES of the Prospectus on page 139.

2. Responsibility Statement

LANXESS Aktiengesellschaft ("**LANXESS AG**" or the "**Company**") and together with its consolidated subsidiaries, the "**LANXESS Group**", the "**Group**" or "**LANXESS**") with its registered office in Leverkusen and LANXESS Finance B.V. ("**LANXESS Finance**") with its registered office in Amsterdam (each an "**Issuer**", and together, the "**Issuers**") are solely responsible for the information given in this Second Supplement to the Prospectus.

Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second Supplement to the Prospectus 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.

Each Issuer and the Guarantor have confirmed to the Dealers that the Prospectus as supplemented by this Second Supplement contains the information which, according to the particular nature of the respective Issuer and of the Notes offered to the public or admitted to trading on a regulated market, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses, and prospects of each Issuer and the Guarantor, and of the rights attaching to the Notes; that the information contained therein with respect to the Issuers, the Guarantor and the Notes is accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus as supplemented by this Second 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 herein.

3. Notice

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this Second Supplement or any other document entered into in relation to the Programme or any information supplied by any

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 Issuers, the Guarantor, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arrangers nor any Dealer nor any other person mentioned in the Prospectus or this Second Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this Second Supplement or any Final Terms or any other 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.

II. AMENDMENTS TO PROSPECTUS

1. Incorporation of unaudited, condensed consolidated interim Financial Statements of LANXESS Group for H1 2011 and of the unaudited unconsolidated semi-annual accounts of LANXESS Finance as of 30 June 2011

a) Change to section "Summary in respect of LANXESS AG"

The first sub-paragraph and the following table within the paragraph "SELECTED FINANCIAL INFORMATION" within the section "Summary – Summary in respect of LANXESS AG" (page 11 and page 12 of the Prospectus) shall be replaced by the following wording and following table:

"The following table sets out selected financial information relating to the LANXESS Group. Unless otherwise indicated, the information has been extracted from the unaudited, condensed consolidated interim financial statements of LANXESS AG as of 30 June 2011 and the audited consolidated financial statements of LANXESS AG for the years ended 31 December 2010 and 31 December 2009. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as adopted by the European Union, and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS).

| In €million | 1 January to 30 June | | 1 January to 31 December | |
|---|----------------------|--------------------|--------------------------|-------|
| | 2011 | 2010 | 2010 | 2009 |
| | (unaudited) | | (audited) | |
| Sales | 4,316 | 3,441 | 7,120 | 5,057 |
| Operating result (EBIT) | 501 | 360 | 607 | 149 |
| Income after income taxes | 348 | 236 | 381 | 39 |
| Net cash provided by operating activities | 248 | 60 | 505 | 565 |
| Cash outflows for purchases of intangible assets, property, plant and equipment | 177 | 99 | 501 | 275 |
| Total assets | 6,588 | 5,666 ¹ | 5,666 | 5,068 |
| Equity | 2,034 | 1,622 | 1,761 | 1,445 |
| " | | | | |

¹ As of 31 December 2010

b) Change to section “Summary in respect of LANXESS Finance”

The first sub-paragraph and the following table within the paragraph “SELECTED FINANCIAL INFORMATION” within the section “Summary – Summary in respect of LANXESS Finance” (page 13 and 14 of the Prospectus) shall be replaced by the following wording and the following table:

“The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from unaudited, unconsolidated interim financial statements of LANXESS Finance as of 30 June 2011 and the audited financial statements of LANXESS Finance for the years ended 31 December 2010 and 31 December 2009. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands’ Civil Code.

| | 1 January to 30 June | | 1 January to 31 December | |
|----------------------|----------------------|-----------|--------------------------|-----------|
| | 2011 | 2010 | 2010 | 2009 |
| In € thousand | (unaudited) | | (audited) | |
| Net interest result | 1,247 | 2,291 | | 3,485 |
| Net income | 752 | 1,173 | | 1,428 |
| Total assets | 1,623,169 | 1,143,901 | | 1,142,423 |
| Shareholder’s Equity | 8,578 | 7,826 | | 6,756 |

“

c) Change to section "Zusammenfassung in Bezug auf die LANXESS AG"

The first sub-paragraph and the following table within the paragraph "AUSGEWÄHLTE FINANZINFORMATIONEN" within the section "Zusammenfassung - Zusammenfassung in Bezug auf LANXESS AG (page 22 and page 23 of the Prospectus) shall be replaced by the following wording and the following table:

"Die nachfolgende Tabelle zeigt in zusammengefasster Form einzelne Finanzinformationen für den LANXESS Konzern. Soweit nicht anders vermerkt, wurden diese Informationen dem ungeprüften verkürzten Konzernzwischenabschluss der LANXESS AG zum 30. Juni 2011 und den geprüften Konzernabschlüssen der LANXESS AG für die am 31. Dezember 2010 und 31. Dezember 2009 endenden Geschäftsjahre 2010 und 2009 entnommen. Der ungeprüfte verkürzte Konzernzwischenabschluss der LANXESS AG wurde nach den International Financial Reporting Standards (IFRS) des International Accounting Standards Boards (IASB) und den diesbezüglichen Interpretationen des International Financial Reporting Interpretations Committee (IFRIC) aufgestellt, wie sie in der Europäischen Union anzuwenden sind, und die geprüften Konzernabschlüsse der LANXESS AG wurden nach den International Financial Reporting Standards, wie sie in der Europäischen Union anzuwenden sind, aufgestellt.

| | 1. Januar bis 30. Juni | | 1. Januar bis 31. Dezember | |
|-----------------------------------|------------------------|-------|----------------------------|-------|
| | 2011 | 2010 | 2010 | 2009 |
| In Millionen € | (ungeprüft) | | (geprüft) | |
| Umsatzerlöse | 4.316 | 3.441 | 7.120 | 5.057 |
| Operatives Ergebnis (EBIT) | 501 | 360 | 607 | 149 |
| Ergebnis nach Ertragssteuern | 348 | 236 | 381 | 39 |
| Cashflow aus operativer Tätigkeit | 248 | 60 | 505 | 565 |

| | | | | |
|---|-------|--------------------|-------|-------|
| Ausgaben für den Erwerb von immateriellen Vermögenswerten und Sachanlagen | 177 | 99 | 501 | 275 |
| Summe Aktiva | 6.588 | 5.666 ² | 5.666 | 5.068 |
| Eigenkapital | 2.034 | 1.622 | 1.761 | 1.445 |
| " | | | | |

d) Change to section "Zusammenfassung in Bezug auf die LANXESS Finance"

The first sub-paragraph and the following table within the paragraph "AUSGEWÄHLTE FINANZINFORMATIONEN" within the section "Zusammenfassung – Zusammenfassung in Bezug auf LANXESS Finance (page 24 of the Prospectus) shall be replaced by the following wording and the following table:

„Die nachfolgende Tabelle zeigt ausgewählte Finanzinformationen für die LANXESS Finance. Diese Informationen wurde dem ungeprüften Halbjahresabschluß der LANXESS Finance zum 30. Juni 2011 und den geprüften Jahresabschlüssen der LANXESS Finance für die Geschäftsjahre 2009 und 2008 entnommen. Diese Geschäftsabschlüsse der LANXESS Finance wurden nach Teil 9 des 2. Buches des niederländischen bürgerlichen Gesetzbuches erstellt.

| | 1. Januar bis 30. Juni | | 1. Januar bis 31. Dezember | |
|-----------------------|------------------------|-----------|----------------------------|------|
| | 2011 | 2010 | 2010 | 2009 |
| In Tausend € | (ungeprüft) | | (geprüft) | |
| Zinsergebnis | 1.247 | 2.291 | 3.485 | |
| Ergebnis nach Steuern | 752 | 1.173 | 1.428 | |
| Summe Aktiva | 1.623.169 | 1.143.901 | 1.142.423 | |
| Eigenkapital | 8.578 | 7.826 | 6.756 | |

e) Change to section "LANXESS AG"

The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" within the section "LANXESS AG" (page 104 of the Prospectus) shall be replaced by the following wording and the following table:

"The following table sets out selected financial information relating to LANXESS. Unless otherwise indicated the information has been extracted from the unaudited, condensed consolidated interim financial statements of LANXESS AG as of 30 June 2011 and the audited consolidated financial statements of LANXESS AG for the years ended 31 December 2010 and 31 December 2009. The unaudited, condensed consolidated interim financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Interpretations Committee (IFRIC), as adopted by the European Union, and the audited consolidated financial statements of LANXESS AG have been prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS).

| | 1 January to 30 June | | 1 January to 31 December | |
|---|----------------------|-------|--------------------------|-------|
| | 2011 | 2010 | 2010 | 2009 |
| In €million | (unaudited) | | (audited) | |
| Sales | 4,316 | 3,441 | 7,120 | 5,057 |
| Operating result (EBIT) | 501 | 360 | 607 | 149 |
| Income after income taxes | 348 | 236 | 381 | 39 |
| Net cash provided by operating activities | 248 | 60 | 505 | 565 |
| Cash outflows for purchases of | 177 | 99 | 501 | 275 |

² Zum 31. Dezember 2010

intangible assets, property, plant
and equipment

| | | | | |
|--------------|-------|--------------------|-------|-------|
| Total assets | 6,588 | 5,666 ³ | 5,666 | 5,068 |
| Equity | 2,034 | 1,622 | 1,761 | 1,445 |

"

f) Change to section "LANXESS Finance"

The first sub-paragraph and the following table within the paragraph "2. SELECTED FINANCIAL INFORMATION" within the section "LANXESS Finance" (page 119 of the Prospectus) shall be replaced by the following wording and the following table:

"The following table sets out selected financial information relating to LANXESS Finance. The information has been extracted from unaudited, unconsolidated interim financial statements of LANXESS Finance as of 30 June 2011 and the audited financial statements of LANXESS Finance for the years ended 31 December 2010 and 31 December 2009. These financial statements of LANXESS Finance have been prepared in accordance with Part 9 of Book 2 of The Netherlands' Civil Code.

| | 1 January to 30 June | | 1 January to 31 December | |
|----------------------|----------------------|-----------|--------------------------|--|
| | 2011 | 2010 | 2009 | |
| In €thousand | (unaudited) | (audited) | | |
| Net interest result | 1,247 | 2,291 | 3,485 | |
| Net income | 752 | 1,173 | 1,428 | |
| Total assets | 1,623,169 | 1,143,901 | 1,142,423 | |
| Shareholder's Equity | 8,578 | 7,826 | 6,756 | |

"

g) Change to section "INCORPORATION BY REFERENCE"

The following items shall be added to the list within section "INCORPORATION BY REFERENCE" (page 137 and page 138 of the Prospectus):

"- LANXESS GROUP Interim Report H1 2011 as of 30 June 2011

- the unaudited, condensed consolidated interim financial statements of LANXESS GROUP ended 30 June 2011, consisting of

- Statement of Financial Position (page 14 of the Interim Report H1 2011)
- Income Statement (page 15 of the Interim Report H1 2011)
- Statement of Comprehensive Income (page 16 of the Interim Report H1 2011)
- Statement of Changes in Equity (page 16 of the Interim Report H1 2011)
- Statements of Cash Flows (page 17 of the Interim Report H1 2011)
- Notes to the Condensed Consolidated Interim Financial Statements (pages 19 to 22 of the Interim Report H1 2011)

- LANXESS Finance B.V. Semi-Annual Accounts as of 30 June 2011

- the unaudited, unconsolidated semi-annual accounts of LANXESS Finance ended 30 June 2011, consisting of

³ As of 31 December 2010

- Balance Sheet as per 30 June 2011 (page 6 of the semi-annual accounts 30 June 2011)
- Profit and Loss account for the period ended 30 June 2011 (page 7 of the semi-annual accounts 30 June 2011)
- Notes to the financial statements (pages 8 – 11 of the semi-annual accounts 30 June 2011)
- Notes to the balance sheet and income statement (pages 11 – 15 of the semi-annual accounts 30 June 2011)”

2. Other Changes

a) Change to section “LANXESS AG - CORPORATE BODIES”

The second paragraph of section “LANXESS AG - CORPORATE BODIES” (page 13 of the Prospectus) shall be replaced by the following:

“The members of the Supervisory Board are: Dr. Rolf Stomberg (Chairman), Ulrich Freese (Deputy Chairman), Axel Berndt, Dr. Rudolf Fauss, Dr. Friedrich Janssen, Robert J. Koehler, Rainer Laufs, Thomas Meiers, Dr. Ulrich Middelmann, Hans-Jürgen Schicker, Gisela Seidel, Theo H. Walthie.”

b) Change to section “ZUSAMMENFASSUNG IN BEZUG AUF DIE LANXESS AG”

The second paragraph of section “ZUSAMMENFASSUNG – ZUSAMMENFASSUNG IN BEZUG AUF DIE LANXESS AG – ORGANE (page 23 of the Prospectus) shall be replaced by the following:

“Mitglieder des Aufsichtsrates sind: Dr. Rolf Stomberg (Vorsitzender), Ulrich Freese (stellvertretender Vorsitzender), Axel Berndt, Dr. Rudolf Fauss, Dr. Friedrich Janssen, Robert J. Koehler, Rainer Laufs, Thomas Meiers, Dr. Ulrich Middelmann, Hans-Jürgen Schicker, Gisela Seidel, Theo H. Walthie.”

c) Change to section "LANXESS AG – 10. TREND INFORMATION"

(i) The first sentence of section "LANXESS AG – 10. TREND INFORMATION" (page 110 of the Prospectus) shall be replaced by the following:

"Save as disclosed in this Prospectus, the First Supplement and the Second Supplement, there has been no material change in the prospects of LANXESS AG since 31 December 2010."

(ii) The following shall be added to section “Trend Information, A. Outlook” (pages 110 and 111 of the Prospectus):

“In light of the of the strong first half 2011 and the underlying assumptions, LANXESS predicts further year-on-year earnings growth, with EBITDA pre exceptionals for the full fiscal year 2011 expected to come in roughly 20% above the EUR 918 million figure posted in 2010.”

d) Change to section “LANXESS AG - 11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES”

The section “LANXESS AG - 11. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES” subsection “B. SUPERVISORY BOARD”(pages 113 to 115 of the Prospectus) shall be amended as follows:

i) “Wolfgang Blosssey” and its “Further Offices” shall be deleted from the list:

ii) The following entry shall be inserted into the list between the entries “Rainer Laufs” and “Dr. Ulrich Middelmann:

Concerning the heading “Members of Board”: “Thomas Meiers”

Concerning the respective heading “Further offices”: “Member of the Supervisory board of LANXESS Deutschland GmbH
Member of the Supervisory Board of Sasol Germany GmbH

Member of the Supervisory Board of Ineos Köln GmbH
Member of the Supervisory Board of Ineos Deutschland
Holding GmbH”

iii) Concerning the entry of Dr. Friedrich Janssen (page 114 of the Prospectus) after “Member of the Supervisory Board of LANXESS Deutschland GmbH” shall be inserted: “Member of the Supervisory Board of E.ON Ruhrgas AG” and the entry “Member of the Supervisory Board of Thüga Assekuranz Services München Versicherungsmakler GmbH, München” shall read “Member of the Supervisory Board of Thüga Assekuranz Services München Versicherungsmakler GmbH, München”.

iv) Concerning the entry of Rainer Laufs (page 115 of the Prospectus), the entry “Chairman of the Supervisory Board of Borsod Chem Zrt. Kazincbarcika, Hungary” shall be deleted.

e) Change to section “LANXESS AG - 13. MAJOR SHAREHOLDERS”

The following paragraphs shall replace section “LANXESS AG - 13. MAJOR SHAREHOLDERS” (page 118 of the Prospectus)

LANXESS AG has been notified by the following shareholders holding an interest of 3 per cent or more as of 6 October 2011:

| Shareholder | Percentage |
|--|------------|
| Dodge & Cox, San Francisco (USA) | 9.93 |
| BlackRock, Inc, New York (USA) | 5.10 |
| Norges Bank (Kingdom of Norway), Oslo (Norway) | 3.05 |

f) Change to section "LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION"

The following paragraph shall be added to the section “LANXESS AG – 14. HISTORICAL FINANCIAL INFORMATION” (page 118 of the Prospectus):

“The unaudited, condensed consolidated interim financial statements of LANXESS AG as of 30 June 2011, prepared in accordance with International Financial Reporting Standards (IFRS) of the International Accounting Standards Board (IASB) and related interpretations of the International Financial Reporting Committee (IFRIC), as adopted by the European Union, contained in LANXESS' Interim Report H1 2011 on pages 14 to 22, are incorporated by reference into this Prospectus.”

g) Change to section "LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS"

The first sentence of section “LANXESS AG – 16. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION OF LANXESS” (page 118 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus, the First Supplement and the Second Supplement thereto, there has been no significant change in the financial or trading position of LANXESS since 30 June 2011.”

h) Change to section “LANXESS Finance - 6. TREND INFORMATION”

The first sentence of section “LANXESS Finance - 6. TREND INFORMATION” (page 120 of the Prospectus) shall be replaced by the following:

“Save as disclosed in this Prospectus, the First Supplement thereto and the Second Supplement thereto, there has been no material adverse change in the prospects of LANXESS Finance since 31 December 2010.”

i) Change to section “LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION”

The following paragraphs shall be added to section “LANXESS Finance - 10. HISTORICAL FINANCIAL INFORMATION” (page 121 of the Prospectus):

The semi-annual report as of 30 June 2011 of LANXESS Finance, which includes the unaudited unconsolidated semi-annual accounts of LANXESS Finance for the period ending 30 June 2011 on pages 6 to 15 is incorporated by reference into this Prospectus.”

j) Change to section “LANXESS FINANCE” – 12. SIGNIFICANT CHANGE IN LANXESS FINANCE’S FINANCIAL OR TRADING POSITION

The wording of section “12. SIGNIFICANT CHANGE LANXESS FINANCE’S FINANCIAL OR TRADING POSITION” (page 121 of the Prospectus) shall be replaced by the following:

Save as disclosed in this Prospectus, the First Supplement thereto and the Second Supplement thereto, there has been no significant change in the financial or trading position of LANXESS Finance since 30 June 2011.”

Save as disclosed in this Second Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of the Notes issued under the Programme since the publication of the Prospectus.