

PROSPECTUS SUPPLEMENT NO. 11 TO THE BASE PROSPECTUS DATED 14 APRIL 2016



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

**SERIES M PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

in respect of which the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH are
guaranteed by

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

This Prospectus Supplement

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 14 April 2016 prepared by Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs International ("**GSI**") as issuer and The Goldman Sachs Group, Inc. ("**GSG**") as guarantor (the "**Original Base Prospectus**") under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as amended on 3 July 2012, 21 December 2012 and 10 May 2016, (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1 to the Base Prospectus, dated 21 April 2016, Prospectus Supplement No. 2 to the Base Prospectus, dated 12 May 2016, Prospectus Supplement No. 3 to the Base Prospectus, dated 24 May 2016, Prospectus Supplement No. 4 to the Base Prospectus, dated 5 July 2016, Prospectus Supplement No. 5 to the Base Prospectus, dated 22 July 2016, Prospectus Supplement No. 6 to the Base Prospectus, dated 1 August 2016, Prospectus Supplement No. 7 to the Base Prospectus, dated 8 August 2016, Prospectus Supplement No. 8 to the Base Prospectus, dated 26 August 2016, Supplement No. 9 to the Base Prospectus, dated 10 October 2016 and Supplement No. 10 to the Base Prospectus, dated 24 October 2016 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). On 14 April 2016, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 7 of the Luxembourg Law.

Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement unless otherwise defined herein. This Prospectus Supplement shall form part of and be read in conjunction with the Base Prospectus.

Information being supplemented

Incorporation by reference

This Prospectus Supplement supplements the Base Prospectus by incorporating by reference the Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2016 of GSG (the "**2016 Third Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on 3 November 2016.

A copy of the 2016 Third Quarter Form 10-Q has been filed with the CSSF in its capacity as competent authority under the Prospectus Directive.

The 2016 Third Quarter Form 10-Q is incorporated by reference into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the 2016 Third Quarter Form 10-Q, shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any documents incorporated by reference therein.

This Prospectus Supplement and the document incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at www.bourse.lu.

Amendments to the Summary

Element B.19 (B.12) (*Selected historical key financial information of the Guarantor*), on pages 7 to 8 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be deleted in its entirety and replaced with the following:

B.19 (B.12)	Selected historical key financial information of the Guarantor	<p>The following table shows selected key historical financial information in relation to GSG:</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="3" style="text-align: left; vertical-align: bottom;"><i>(in USD millions)</i></th> <th colspan="4" style="text-align: center;">As and for the</th> </tr> <tr> <th colspan="2" style="text-align: center;">Nine months ended</th> <th colspan="2" style="text-align: center;">Year ended</th> </tr> <tr> <th colspan="2" style="text-align: center;">(unaudited)</th> <th colspan="2"></th> </tr> <tr> <th></th> <th style="text-align: center;">30</th> <th style="text-align: center;">30</th> <th style="text-align: center;">December</th> <th style="text-align: center;">December</th> </tr> <tr> <th></th> <th style="text-align: center;">September</th> <th style="text-align: center;">September</th> <th style="text-align: center;">2015</th> <th style="text-align: center;">2014</th> </tr> <tr> <th></th> <th style="text-align: center;">2016</th> <th style="text-align: center;">2015</th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td>Total non-interest revenues</td> <td style="text-align: right;">20,187</td> <td style="text-align: right;">24,183</td> <td style="text-align: right;">30,756</td> <td style="text-align: right;">30,481</td> </tr> <tr> <td>Net revenues, including net interest income</td> <td style="text-align: right;">22,438</td> <td style="text-align: right;">26,547</td> <td style="text-align: right;">33,820</td> <td style="text-align: right;">34,528</td> </tr> <tr> <td>Pre-tax earnings</td> <td style="text-align: right;">6,907</td> <td style="text-align: right;">7,706</td> <td style="text-align: right;">8,778</td> <td style="text-align: right;">12,357</td> </tr> </tbody> </table> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="3" style="text-align: left; vertical-align: bottom;"><i>(in USD millions)</i></th> <th colspan="3" style="text-align: center;">As at</th> </tr> <tr> <th style="text-align: center;">(unaudited)</th> <th colspan="2" style="text-align: center;">31 December</th> </tr> <tr> <th style="text-align: center;">30 September</th> <th style="text-align: center;">2015</th> <th style="text-align: center;">2014</th> </tr> <tr> <th></th> <th style="text-align: center;">2016</th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td>Total assets</td> <td style="text-align: right;">879,987</td> <td style="text-align: right;">861,395</td> <td style="text-align: right;">855,842</td> </tr> <tr> <td>Total liabilities</td> <td style="text-align: right;">792,877</td> <td style="text-align: right;">774,667</td> <td style="text-align: right;">773,045</td> </tr> <tr> <td>Total shareholders' equity:</td> <td style="text-align: right;">87,110</td> <td style="text-align: right;">86,728</td> <td style="text-align: right;">82,797</td> </tr> </tbody> </table> <p>There has been no material adverse change in the prospects of GSG since 31 December 2015.</p> <p>Not applicable; there has been no significant change in GSG's financial or trading position since 30 September 2016.</p>	<i>(in USD millions)</i>	As and for the				Nine months ended		Year ended		(unaudited)					30	30	December	December		September	September	2015	2014		2016	2015			Total non-interest revenues	20,187	24,183	30,756	30,481	Net revenues, including net interest income	22,438	26,547	33,820	34,528	Pre-tax earnings	6,907	7,706	8,778	12,357	<i>(in USD millions)</i>	As at			(unaudited)	31 December		30 September	2015	2014		2016			Total assets	879,987	861,395	855,842	Total liabilities	792,877	774,667	773,045	Total shareholders' equity:	87,110	86,728	82,797
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Amendments to the Base Prospectus

The Base Prospectus shall be amended by virtue of this Prospectus Supplement as follows:

1. The information in the section entitled "Documents Incorporated by Reference" shall be supplemented by deleting paragraph 3 entitled "The Goldman Sachs Group, Inc." on pages 100 to 102 of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, and replacing it with the following:

"GSG files documents and information with the SEC. The following documents, which have previously been published and filed with the SEC, shall be deemed to be incorporated in, and to form part of, this Base Prospectus:

- (a) The Quarterly Report on Form 10-Q for the third fiscal quarter ended 30 September 2016 of The Goldman Sachs Group, Inc. (the "**2016 Third Quarter Form 10-Q**"), as filed with the SEC on 3 November 2016.
- (b) The Current Report on Form 8-K dated 18 October 2016 of The Goldman Sachs Group, Inc. (the "**18 October 2016 Form 8-K**"), as filed with the SEC on 18 October 2016, including Exhibit 99.1.
- (c) The Quarterly Report on Form 10-Q for the second fiscal quarter ended 30 June 2016 of The Goldman Sachs Group, Inc. (the "**2016 Second Quarter Form 10-Q**"), as filed with the SEC on 3 August 2016.
- (d) The Current Report on Form 8-K dated 19 July 2016 of The Goldman Sachs Group, Inc. (the "**19 July 2016 Form 8-K**"), as filed with the SEC on 19 July 2016.
- (e) The Current Report on Form 8-K dated 29 June 2016 of The Goldman Sachs Group, Inc. (the "**29 June 2016 Form 8-K**"), as filed with the SEC on 29 June 2016.
- (f) The Current Report on Form 8-K dated 20 May 2016 of The Goldman Sachs Group, Inc. (the "**20 May 2016 Form 8-K**"), as filed with the SEC on 20 May 2016.
- (g) The Quarterly Report on Form 10-Q for the first fiscal quarter ended March 31, 2016 of The Goldman Sachs Group, Inc. (the "**2016 First Quarter Form 10-Q**"), as filed with the SEC on 6 May 2016.
- (h) The Current Report on Form 8-K dated 19 April 2016 of The Goldman Sachs Group, Inc. (the "**19 April 2016 Form 8-K**"), as filed with the SEC on 19 April 2016.
- (i) The Proxy Statement relating to the 2016 Annual Meeting of Shareholders on 20 May 2016 (the "**GSG's 20 May 2016 Proxy Statement**").
- (j) The Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the "**GSG's 2015 Form 10-K**"), containing financial statements relating to the fiscal years ended 31 December 2015 and 31 December 2014, including Exhibit 21.1.

The following table indicates where information required by Commission Regulation (EC) No. 809/2004 (as amended) (the "**Prospectus Regulation**") is to be disclosed in, and incorporated by reference into, this Base Prospectus can be found in the documents referred to above:

Information required by the Prospectus Regulation Document/Location

Selected financial information for the fiscal years ended 31 December 2015 and 31 December 2014	GSG's 2015 Form 10-K (p. 210)
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(Annex IV, Section 3.1 of the Prospectus Regulation)

Unaudited selected financial information (Annex IV, Section 3.1 of the Prospectus Regulation) 2016 First Quarter Form 10-Q (pp. 2, 4)
2016 Second Quarter Form 10-Q (pp. 3-4)
2016 Third Quarter Form 10-Q (pp. 2-6)

Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation) GSG's 2015 Form 10-K (pp. 25–43)

Information about GSG

History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation) GSG's 2015 Form 10-K (p. 1)

Investments (Annex IV, Section 5.2 of the Prospectus Regulation) 2016 First Quarter Form 10-Q (pp. 121-123)
2016 Second Quarter Form 10-Q (pp. 128-130)
2016 Third Quarter Form 10-Q (pp. 129-131)

Business overview

GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation) GSG's 2015 Form 10-K (pp. 1-6, 121)

GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation) GSG's 2015 Form 10-K (pp. 1-7, 46, 50-51, 195-196)

Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation) GSG's 2015 Form 10-K (pp. 34-35, Exhibit 21.1)

Trend information (Annex IV, Section 8 of the Prospectus Regulation) GSG's 2015 Form 10-K (pp. 48-112)
2016 First Quarter Form 10-Q (pp. 32-153)
2016 Second Quarter Form 10-Q (pp. 97-160)
2016 Third Quarter Form 10-Q (pp. 97-160)

Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation) GSG's 20 May 2016 Form 8-K (p.2)
GSG's 2015 Form 10-K (p. 45)
20 May 2016 Proxy Statement (pp. 1, 4, 7-8, 11-32, 72-74)

Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation) 20 May 2016 Proxy Statement (pp. 21, 64-65)

Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation) 20 May 2016 Proxy Statement (p. 77)

Financial information

Audited historical financial information for the fiscal years ended 31 December 2015 and 31 December 2014 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116-208)
Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 115)
Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 118)
Shareholder's equity statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 118-119, 180-182)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116-117)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (p. 120)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 51-54, 121-208)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	
Unaudited balance sheet (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 4) 2016 Second Quarter Form 10-Q (p. 4) 2016 Third Quarter Form 10-Q (p. 4)
Unaudited shareholder's equity statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 5) 2016 Second Quarter Form 10-Q (p. 5) 2016 Third Quarter Form 10-Q (p. 5)
Unaudited income statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (pp. 2-3) Exhibit 99.1 to the 19 July 2016 Form 8-K (pp. 7-8) 2016 Second Quarter Form 10-Q (pp. 2-3) Exhibit 99.1 to the 18 October 2016 Form 8-K (pp. 7-8) 2016 Third Quarter Form 10-Q (pp. 2-3)
Unaudited cash flow statement (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (p. 6) 2016 Second Quarter Form 10-Q (p. 6) 2016 Third Quarter Form 10-Q (p. 6)
Unaudited accounting policies and explanatory notes (Annex IV, Section 13.5 of the Prospectus Regulation)	2016 First Quarter Form 10-Q (pp. 7-90) 2016 Second Quarter Form 10-Q (pp. 9-93)

	2016 Third Quarter Form 10-Q (pp. 8-93)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 44, 198-205)
	2016 First Quarter Form 10-Q (p. 82-89)
	2016 Second Quarter Form 10-Q (pp. 85-92)
	2016 Third Quarter Form 10-Q (pp. 85-92)
Financial or trading position (Annex IV, Section 13.7 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 116-208)
	2016 First Quarter Form 10-Q (p. 2-89)
	2016 Second Quarter Form 10-Q (pp. 3-93)
	2016 Third Quarter Form 10-Q (pp. 3 - 93)

Additional information

Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 118, 180-182)
	2016 First Quarter Form 10-Q (pp. 4-5, 65-67)
	2016 Second Quarter Form 10-Q (pp. 4-5, 68-70)
	2016 Third Quarter Form 10-Q (pp. 4-5, 68-70)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	GSG's 2015 Form 10-K (pp. 96-97)
	2016 First Quarter Form 10-Q (p. 135-136)
	2016 Second Quarter Form 10-Q (pp. 142-143)
	2016 Third Quarter Form 10-Q (pp. 142-143)

Any information incorporated by reference that is not included in the cross-reference list is considered to be additional information and is not required by the relevant schedules of the Prospectus Regulation.

2. The information in the section entitled "General Information" of the Original Base Prospectus, as supplemented prior to this Supplement, shall be supplemented by deleting:

- (i) paragraph 3 entitled "No significant change and no material adverse change" on pages 643 to 644, and replacing it with the following:

"There has been no significant change in the financial or trading position of GSI or GSW since 30 June 2016.

There has been no significant change in the financial or trading position of GSG since 30 September 2016.

There has been no material adverse change in the prospects of GSI, GSG or GSW since 31 December 2015.

In this Base Prospectus, references to the "prospects" and "financial or trading position" of GSI, GSW and GSG are specifically to the ability of GSI, GSW and GSG to meet its full payment obligations under the Securities (in the case of GSI and GSW) or Guaranty (in the case of GSG) in a timely manner. In addition, all such statements should be read in conjunction with and are qualified by the information contained in the documents incorporated by reference into this Base Prospectus."

(ii) paragraph 4 entitled "Litigation" on page 644, and replacing it with the following:

"Save as disclosed in (i) "Legal Proceedings" of Note 25 to the Financial Statements (pages 77 and 78) of GSI's 2015 Annual Report, (ii) "Legal Proceedings" in Part 1, Item 3 (page 44) and Note 27 to the Consolidated Financial Statements (pages 198 to 205) of GSG's 2015 Form 10-K and (iii) "Legal Proceedings" in Part II, Item 1 (page 154) and Note 27 to the Condensed Consolidated Financial Statements (pages 82 to 89) of GSG's 2016 First Quarter Form 10-Q and (iv) "Legal Proceedings" of Note 15 to the Financial Statements (pages 33 and 34) of GSI's 2016 First Quarter Financial Report, (v) "Legal Proceedings" in Part II, Item 1 (page 161) and Note 27 to the Condensed Consolidated Financial Statements (pages 85 to 92) of GSG's 2016 Second Quarter Form 10-Q and (vi) "Legal Proceedings" in Part II, Item 1 (page 161) and Note 27 to the Condensed Consolidated Financial Statements (pages 85) of GSG's 2016 Third Quarter Form 10-Q, there have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which GSG, GSI or GSW is aware) during the 12 months before the date of this Base Prospectus which may have, or have had in the recent past, significant effects on GSG, GSI, GSW or Goldman Sachs Group's financial position or profitability."

(iii) paragraph 5 entitled "Availability of Documents" on page 644, and replacing it with the following:

"For so long as any Securities shall be outstanding or may be issued under the Programme, copies of the following documents may be obtained free of charge upon request during normal business hours from the specified office of the Issuers and the office of the Paying Agent in Luxembourg and each of the Paying Agents:

- (a) the certificate of incorporation of GSG;
- (b) the constitutional documents of GSI;
- (c) the constitutional documents of GSW;
- (d) GSG's 20 May 2016 Proxy Statement;
- (e) GSG's 2016 First Quarter Form 10-Q;
- (f) GSG's 2016 Second Quarter Form 10-Q;
- (g) GSG's 2016 Third Quarter Form 10-Q;
- (h) GSG's 2016 18 October Form 8-K;
- (i) GSG's 19 July 2016 Form 8-K;
- (j) GSG's 29 June 2016 Form 8-K;
- (k) GSG's 20 May 2016 Form 8-K;
- (l) GSG's 19 April 2016 Form 8-K;
- (m) GSG's 2016 Form 10-K;
- (n) GSG's 2015 Form 10-K;
- (o) GSI's 2016 Second Quarter Financial Statements;
- (p) GSI's 2016 First Quarter Financial Statements;
- (q) GSI's 2015 Financial Statements;
- (r) GSI's 2014 Financial Statements;
- (s) GSW's 2016 Interim Financial Statements;
- (t) GSW's 2015 Financial Statements;

- (u) GSW's 2014 Financial Statements;
- (v) the Guaranty;
- (w) the Programme Agency Agreement;
- (x) the Deed of Covenant or Cayman Deed of Covenant, as applicable;
- (y) the Final Terms for each Tranche or Series of Securities that are listed on the Official List of the Luxembourg Stock Exchange or any other stock exchange;
- (z) a copy of the Base Prospectus;
- (aa) a copy of any supplement to the Base Prospectus and Final Terms; and
- (bb) all reports, letters and other documents, balance sheets, valuations and statements by any expert any part of which is extracted or referred to in this Base Prospectus."

3. The information in the section entitled "Goldman Sachs International" of the Original Base Prospectus, as supplemented prior to this Prospectus Supplement, shall be supplemented by deleting the paragraph entitled "EMEA Conduct Risk Committee" on pages 561 to 563, and replacing it with the following:

"GSI Board Audit Committee

The following are the members of GSI's Board Audit Committee (the "**Audit Committee**"):

Lord Griffiths of Fforestfach (Chairperson)
 Lord Grabiner
 Susan Kilsby
 David Wilson

The following is a summary of the duties and responsibilities of the Audit Committee:

- (a) **Financial control:** monitoring and overseeing the integrity of the GSI's financial statements and financial reporting processes and controls, and reporting to the Board of Directors of GSI in relation to the same;
- (b) **Systems and controls:** overseeing and assessing the adequacy of management's processes for ensuring the appropriateness and effectiveness of systems and controls;
- (c) **Compliance:** safeguarding the integrity and independence of, and overseeing the performance of, the compliance function;
- (d) **Conduct risk:** overseeing the Goldman Sachs Group's conduct risk framework as it relates to GSI and receiving reports from the chairs of the EMEA Conduct Risk Committee;
- (e) **Internal audit:** safeguarding the integrity and independence of, and overseeing the performance of, the internal audit function;
- (f) **External audit:** overseeing the process for appointment, re-appointment or replacement of GSI's external auditor, reviewing and monitoring the independence and objectivity of the external auditor, monitoring the statutory audit of the annual financial statements taking into account any findings and conclusions by relevant regulators, and reporting to the Board of Directors of GSI on the outcome of the statutory audit including its contribution to the integrity of financial reporting and the role of the audit committee in that process; and
- (g) **Whistleblowing:** overseeing the independence, autonomy and effectiveness of GSI's policies and procedures on whistleblowing, including the procedures for protection of staff who raise concerns from detrimental treatment."

Responsibility

Each of Goldman Sachs International, Goldman, Sachs & Co. Wertpapier GmbH and The Goldman Sachs Group, Inc. accepts responsibility for the information given in this Prospectus Supplement and confirms that, having taken all reasonable care to ensure that such is the case, the information contained in this Prospectus

Supplement is, to the best of their knowledge, in accordance with the facts and does not omit anything likely to affect its import.

Rights of withdrawal

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right exercisable until 10 November 2016, which is two working days after the publication of this Prospectus Supplement, to withdraw their acceptances.

Interpretation

To the extent that there is any inconsistency between (a) any statement in this Prospectus Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement.

U.S. notice

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

Prospectus Supplement dated 8 November 2016