

**THIRD SUPPLEMENT DATED 9 OCTOBER 2018 TO THE BASE PROSPECTUS OF 29 MARCH 2018 RELATING TO THE PUBLICATION OF THE PRESS RELEASE RELATING TO LP GROUP B.V.'S ANNOUNCEMENT THAT IT INTENDS TO LAUNCH AN INITIAL PUBLIC OFFERING AND LISTING ON EURONEXT AMSTERDAM AND EURONEXT BRUSSELS**



**LeasePlan Corporation N.V.**  
**EUR 15,000,000,000**  
**Debt Issuance Programme**

Under the EUR 15,000,000,000 Debt Issuance Programme (the "**Programme**") described in the base prospectus dated 29 March 2018 (as supplemented by the first supplement dated 8 May 2018 and the second supplement dated 8 August 2018, the "**Base Prospectus**") LeasePlan Corporation N.V. (the "**Issuer**") may from time to time issue notes (the "**Notes**") denominated in any currency agreed by the Issuer and the relevant Dealer (as defined in the Base Prospectus).

This supplemental prospectus (the "**Supplemental Prospectus**") is prepared in connection with the publication of the press release relating to LP Group B.V.'s announcement that it intends to launch an Initial Public Offering and listing on Euronext Amsterdam and Euronext Brussels, which can be obtained from <https://www.leaseplan.com/corporate/disclaimer>.

This Supplemental Prospectus is supplemental to, forms part of and should be read in conjunction with, the Base Prospectus. Terms defined in this Supplemental Prospectus shall have the same meaning in the Base Prospectus, unless specified otherwise. To the extent that there is any inconsistency between (a) any statement in this Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

This Supplemental Prospectus constitutes a supplemental prospectus to the Base Prospectus for the purposes of article 5:23 of the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) and related regulations implementing Prospectus Directive 2003/71/EC (as amended) in Dutch law ("**FMSA**") and has been approved by and filed with the AFM. The Issuer has requested the AFM to provide the competent authority in Luxembourg with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in accordance with Chapter 5.1 of the FMSA (a "**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States within the European Economic Area with a Notification.

The Base Prospectus and this Supplemental Prospectus are available from the office in London of Deutsche Bank AG, London Branch and on the website of the Issuer at [www.leaseplan.com](http://www.leaseplan.com) and are available for viewing at the Amsterdam office of the Issuer at Gustav Mahlerlaan 360, 1082 ME Amsterdam, The Netherlands where copies of the Base Prospectus, this Supplemental Prospectus, any other supplements to the Base Prospectus and any documents incorporated by reference therein may also be obtained free of charge.

#### **RESPONSIBILITY STATEMENT**

The Issuer accepts responsibility for the information contained in this Supplemental Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplemental Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

#### **NOTICE**

This Supplemental Prospectus is to be read in conjunction with any amendment or supplement hereto and with any other documents incorporated herein by reference. Full information on the Issuer and any Series or Tranche of Notes is only available on the basis of the combination of the Base Prospectus, this Supplemental Prospectus and the relevant final terms.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplemental Prospectus, any document incorporated by reference herein, or any other information supplied in connection with the Programme and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any of the Dealers.

The Base Prospectus is valid for 12 months following its publication date and this Supplemental Prospectus and any amendment or supplement hereto as well as any final terms reflect the status as of their respective dates of issue. The delivery of this Supplemental Prospectus or any final terms and the offering, sale or delivery of any Notes shall not in any circumstances imply that the information contained in such documents is correct at any time subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since such date or that any other information supplied in connection with the Programme or the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the time indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme. Investors should review, inter alia, the most recent financial statements of the Issuer when deciding whether or not to purchase any Notes.

Neither this Supplemental Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer or any of the Dealers that any recipient of this Supplemental Prospectus or any other information supplied in connection with the Programme should purchase any Notes. No representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Dealers or the Arranger, in their respective capacities, as to the accuracy or completeness of the information contained in this Supplemental Prospectus or any other information provided by the Issuer. No Dealer accepts any liability in relation to the information contained or incorporated by reference in this Supplemental Prospectus or any other information provided by the Issuer in connection with the Programme. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

The distribution of this Supplemental Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplemental Prospectus or any Notes come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Supplemental Prospectus and the offer or sale of Notes in the European Economic Area (including The Netherlands, Italy, Luxembourg and the United Kingdom), Japan and the United States (see "*Subscription and Sale*" in the Base Prospectus).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or jurisdiction of the United States. The Notes are in bearer form and are subject to U.S. tax law requirements. Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S ("**Regulation S**") under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act.

This Supplemental Prospectus has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of an offering contemplated in this Supplemental Prospectus as completed by final terms in relation to the offer of those Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an

obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer. The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73), and includes any relevant implementing measure in the Relevant Member State.

This Supplemental Prospectus does not constitute an offer or an invitation to subscribe for or purchase the Notes. This Supplemental Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

#### **ADDITIONS TO THE BASE PROSPECTUS**

With effect from the date of this Supplemental Prospectus the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below. References to page numbers are to the pages of the Base Prospectus.

In the section "*Recent Developments*", on page 93, the paragraph under the fourth bullet point "*Exploration of strategic alternatives*" shall be replaced with the following paragraph:

**"Initial Public Offering:** On 4 October 2018, LP Group B.V. announced its intention to launch an initial public offering (the "**IPO**" or the "**Offering**") and listing of its ordinary shares (the "**Shares**") on Euronext Amsterdam and Euronext Brussels. The expected Offering consists entirely of existing Shares held by LP Group B.V.'s current sole shareholder Lincoln Financing Holdings Pte. Ltd. acting through its Dutch Branch (the "**Selling Shareholder**"), which is ultimately controlled by a consortium of investors. The Offering, which will be made (i) to retail investors in the Netherlands and Belgium and (ii) to institutional investors, is expected to take place in the coming weeks after the announcement and is, amongst other factors, subject to market conditions. LP Group B.V. believes that the Offering is a logical next step in the development of LeasePlan and that the timing of the Offering is appropriate given LeasePlan's current profile and level of maturity. LeasePlan expects that the Offering will strengthen its footprint with investors, business partners and customers, and thereby further enhance its success. The Offering will create liquidity for LeasePlan's existing shareholders, while providing additional capital flexibility for LeasePlan. The Offering is also expected to support LeasePlan's ability to attract and retain highly talented individuals. Prior to settlement of the Offering, LP Group B.V. will be converted into a public company with limited liability and the legal name of LP Group B.V. will then become LeasePlan Group N.V."