

SIXTH SUPPLEMENT DATED 13 FEBRUARY 2019 TO THE BASE PROSPECTUS OF 29 MARCH 2018 RELATING TO THE PUBLICATION OF THE Q4 AND FULL YEAR 2018 RESULTS OF LEASEPLAN CORPORATION N.V. AND THE OPTION TO ISSUE "GREEN BONDS" UNDER THE PROGRAMME



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, the second supplement dated 8 August 2018, the third supplement dated 9 October 2018, the fourth supplement dated 12 October 2018 and the fifth supplement dated 13 November 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 Q4 and full year 2018 results of the Issuer (the "**Q4 and Full Year 2018 Results Report**") and the option to issue "Green Bonds" under the Programme. For the purposes of (b) on page 39 of the Base Prospectus, in addition to the publicly available audited annual financial statements for the two most recent financial years, the unaudited reviewed condensed consolidated interim financial statements for the three month period ended 31 March 2018 of the Issuer, the unaudited reviewed condensed consolidated interim financial statements for the second quarter and half year period ended 30 June 2018 of the Issuer and the condensed consolidated interim financial statements and the review report of the independent auditor thereon for the third quarter and nine month period ended 31 September 2018, the unaudited condensed consolidated financial statements, included in the Q4 and Full Year 2018 Results Report set forth on pages 6 to 17 (the "**Relevant Pages**"), which can be obtained from <https://www.leaseplan.com/corporate/news-and-media/publications>, are incorporated by reference on the same basis as the other documents set out on page 39 of the Base Prospectus.

The Relevant Pages (as applicable) have been prepared in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union and on the same basis of preparing as the annual financial statements for the financial year ended 31 December 2017.

The Relevant Pages have been filed with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") and shall be deemed to be incorporated in, and to form part of, this Supplemental Prospectus. 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 or any statement incorporated by reference into the Base Prospectus by this Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail. Any parts contained in the Q4 and Full Year 2018 Results Report other than on the Relevant Pages relating to the Issuer shall not be deemed to be incorporated in, and form part of, this Supplemental Prospectus and such non-incorporated parts are either not relevant to investors or covered elsewhere in the Base Prospectus.

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 <https://www.leaseplan.com/corporate/investors/results-reports-and-funding-documents> 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.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement 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 dated 29 March 2018, unless otherwise specified).

- I. In the Section "Risk Factors" on page 8, the following risk factor shall be inserted after the risk factor entitled "*The regulation and reform of "benchmarks" may adversely affect the value of Floating Rate Notes linked to such "benchmarks"*":

"Notes issued as Green Bonds may not be a suitable investment for all investors seeking exposure to green assets. Any failure to use the net proceeds of any Series of Green Bonds in connection with green projects, and/or any failure to meet, or to continue to meet, the investment requirements of certain environmentally focused investors with respect to such Green Bonds may affect the value and/or trading price of the Green Bonds, and/or may have consequences for certain investors with portfolio mandates to invest in green assets"

The Issuer may issue Notes under the Programme where the use of proceeds is specified in the applicable Final Terms to be for the financing and/or refinancing of projects and activities that promote climate and other environmental purposes, in accordance with certain prescribed eligibility criteria as in such case shall be set out in item 4 of Part B (*Reasons for the offer*) of the applicable Final Terms (any Notes which have such a specified use of proceeds are referred to as "**Green Bonds**").

In connection with an issue of Green Bonds, the Issuer may request a sustainability rating agency or sustainability consulting firm to issue an independent opinion (a "**Compliance Opinion**") confirming that any Green Bonds are in compliance with the Green Bond Principles, as published by the International Capital Market Association (which serves as the secretariat to the Green Bond Principles) (the "**Green Bond Principles**"). The Green Bond Principles are a set of voluntary guidelines that recommend transparency and disclosure and promote integrity in the development of the green bond market. While the Green Bond Principles do provide a high level framework, there is currently no market consensus on what precise attributes are required for a particular project to be defined as "green", and therefore no assurance can be provided to potential investors that the green projects and activities to be specified in the applicable Final Terms will meet all investors' expectations regarding environmental performance or continue to meet the relevant eligibility criteria. Although applicable green projects and activities are expected to be selected in accordance with the categories recognised by the Green Bond Principles, and are expected to be developed in accordance with applicable legislation and standards, there can be no guarantee that adverse environmental and/or social impacts will not occur during the design, construction, commissioning and/or operation of any such green or sustainable projects or that the anticipated environmental benefits will be realised. Where any negative impacts are insufficiently mitigated, green projects and

activities may become controversial, and/or may be criticised by activist groups or other stakeholders. Potential investors should be aware that any Compliance Opinion will not be incorporated into, and will not form part of, this Base Prospectus or the applicable Final Terms. Any such Compliance Opinion may not reflect the potential impact of all risks related to the structure of the relevant Series of Green Bonds, their marketability, trading price or liquidity or any other factors that may affect the price or value of the Green Bonds. Any such Compliance Opinion is not a recommendation to buy, sell or hold securities and is only current as of its date of issue. Further, although the Issuer may agree at the issue date of any Green Bonds to certain allocation and/or impact reporting and to use the proceeds for the financing and/or refinancing of green projects and activities (as specified in the applicable Final Terms), it would not be an event of default under the Green Bonds if (i) the Issuer were to fail to comply with such obligations or were to fail to use the proceeds in the manner specified in the applicable Final Terms and/or (ii) the Compliance Opinion were to be withdrawn. Any failure to use the net proceeds of any Series of Green Bonds in connection with green projects and activities, and/or any failure to meet, or to continue to meet, the investment requirements of certain environmentally focused investors with respect to such Green Bonds may affect the value and/or trading price of the Green Bonds, and/or may have consequences for certain investors with portfolio mandates to invest in green assets which may cause one or more of such investors to dispose of the Green Bonds held by them which may affect the value, trading price and/or liquidity of the relevant Series of Green Bonds.

Neither the Issuer nor the Dealers make any representation as to the suitability for any purpose of any Compliance Opinion or whether any Green Bonds fulfil the relevant environmental criteria. Prospective investors should have regard to the eligible green bond projects or activities and eligibility criteria described in the applicable Final Terms. Each potential purchaser of any Series of Green Bonds should determine for itself the relevance of the information contained in this Base Prospectus and in the applicable Final Terms regarding the use of proceeds and its purchase of any Green Bonds should be based upon such investigation as it deems necessary."

2. In the Section "*Form of Final Terms*", on page 87, item 4 (*Reasons for the offer*) of Part B – Other Information shall be replaced in its entirety with the following:

[REASONS FOR THE OFFER

Reasons for the Offer: []

(See "Use of Proceeds" wording in Base Prospectus – if the reasons for the offer are different from general corporate purposes (including making profit and/or hedging certain risks) please include those reasons here. In case Green Bonds are issued, the category and prescribed eligibility criteria of the Green Projects must be specified.)

3. In the Section "*Use of Proceeds*", on page 89, the first paragraph shall be replaced in its entirety with the following paragraphs:

"Except as otherwise specified in the applicable Final Terms, the net proceeds from each issue of Notes described herein will be applied by the Issuer for its general corporate purposes (which include making a profit and/or hedging certain risks). If in respect of any particular issue of Notes, there is

a particular identified use of proceeds, this will be stated in the applicable Final Terms if so required pursuant to applicable law.

In particular, if so specified in the applicable Final Terms, the Issuer will apply the net proceeds from an offer of Notes specifically for projects and activities that promote climate and other environmental purposes ("**Green Projects**"). Such Notes may also be referred to as "**Green Bonds**". If such Green Bonds will be issued, the applicable Final Terms will specify the category and prescribed eligibility criteria of Green Projects that will be used for the proceeds of the Green Bonds."

4. In the Section "*General Information*", on page 105, the paragraph entitled "*Post-Issuance Information*" shall be replaced in its entirety with the following paragraph:

"Other than in relation to Green Bonds, the Issuer does not intend to provide any post-issuance information in relation to any issues of Notes."

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.