

**FIRST SUPPLEMENT DATED 13 MAY 2020 TO THE BASE PROSPECTUS OF 27 MARCH 2020 RELATING TO THE PUBLICATION OF THE Q1 2020 REPORT OF LEASEPLAN CORPORATION N.V. AND CERTAIN RECENT DEVELOPMENTS**



**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 27 March 2020 (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 results for the first quarter ended 31 March 2020 of the Issuer (the "**Q1 2020 Report**") and certain recent developments. For the purposes of (c) on page 50 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 2020, the review report of the independent auditor thereon, included in the Q1 2020 Report set forth on pages 9 up to and including 42 and the paragraphs titled "*Trading update on COVID-19*" and "*Funding and Capital Position*", set forth on pages 2, 3 and 7 (together, 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 50 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 2019.

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 Q1 2020 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 23 of the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This Supplemental Prospectus has been approved by the AFM as the competent authority in the Issuer's home Member State of the EEA pursuant to the Prospectus Regulation. The AFM has only approved this Supplemental Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such an approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of any Notes that are the subject of the Base Prospectus (as supplemented by this Supplemental Prospectus). Investors should make their own assessment as to the suitability of investing in such Notes.

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 the Prospectus Regulation (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> 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 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 dated 27 March 2020, unless otherwise specified).

1. In the section titled "*Risk Factors – (A) Risks related to the Issuer's financial situation*", on page 6, the fourth paragraph in the risk factor "*6. The Issuer's business requires substantial funding and liquidity, and disruption in the Issuer's funding sources or access to the capital markets could have a material adverse effect on its business, liquidity, cash flows, financial condition and results of operations*" shall be deleted and restated as follows:

"Furthermore, factors such as political events and trends, terrorism, volatility and strength of the capital markets, pandemics and epidemics or other health emergencies all impact the business and economic environment in which the Issuer operates. Certain of these risks are often experienced globally as well as in specific geographic regions where the Issuer does business. An example of a global epidemic is the coronavirus (or Covid-19) outbreak, which has spread globally in recent months and has disrupted various markets and resulted in uncertainty about the development of the economies affected by the outbreak. The exact ramifications of the coronavirus outbreak are highly uncertain and, as of the date of this Base Prospectus, it is difficult for the Issuer to predict the spread or duration of the pandemic. See also the section "*Recent Developments - Impact of the coronavirus (or Covid-19)*" for further information in respect of the impact of the coronavirus outbreak. Any of the foregoing factors could have a material adverse effect on the Issuer's business, liquidity, cash flows, financial condition and results of operations as well as the residual values of the Issuer's leased vehicles. In addition, any disruption of markets due to the coronavirus outbreak may impact the Issuer's ability to raise funds."

2. In the section titled "*Recent Developments*", on page 110, the following paragraph shall be included, immediately following the paragraph titled "*US MTN Programme*":

***Impact of the coronavirus (or Covid-19)***: LeasePlan is monitoring the ongoing outbreak of the coronavirus (or Covid-19) carefully as it evolves to understand the impact on its people and business. Given the uncertainty of the depth and length of the Covid-19 crisis, it is difficult to provide guidance on LeasePlan's core leasing business for 2020 however it is reasonable to expect that the fleet growth will be below expectations. LeasePlan's focus is on supporting its customers' mobility needs in the face of global original equipment manufacturer (OEM) supply chain issues by actively facilitating contract extensions. At the same time these contract extensions enable lower monthly instalments for LeasePlan's customers while reducing residual value risk and funding requirements for LeasePlan. In addition, lockdowns across Europe have resulted in garage closures as well as fewer kilometres driven, which means there will be a temporarily reduced demand for repair and maintenance services. As a result, rebates and bonuses on new vehicles and repair and maintenance could decrease. Based on the current position, the extent of the

risk posed by the coronavirus in the future is still highly uncertain and may have a materially adverse impact on the LeasePlan's financial position."

3. In the section titled "*General Information*", on page 121, the section titled "*5. Significant or Material Change*" shall be deleted and restated as follows:

#### **"5. Significant or Material Change**

As at 13 May 2020, other than as disclosed in the section entitled "*Recent Developments*", there has been no (i) significant change in the financial performance or position of the Issuer, or the Issuer and the group of companies headed by the Issuer taken as a whole since 31 December 2019, or (ii) material adverse change in the prospects of the Issuer, or the Issuer and the group of companies headed by the Issuer taken as a whole since 31 December 2019."

#### **RESPONSIBILITY STATEMENT**

The Issuer accepts responsibility for the information contained in this Supplemental Prospectus and declares that, to the best of its knowledge, the information contained in this Supplemental Prospectus is in accordance with the facts and makes 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 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.