

Final Terms dated 4 May 2022

LeasePlan Corporation N.V.

Legal Entity Identifier (LEI): 724500C60L930FVHS484

Issue of EUR 750,000,000 2.125 per cent. Senior Notes due 6 May 2025

under the EUR 15,000,000,000

Debt Issuance Programme

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) a customer within the meaning of Directive 2016/97/EU (the "**IDD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA which were relied on immediately before exit day to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (an "**EU distributor**") should take into consideration the manufacturers' target market assessment; however, an EU distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the "**Conditions**") in the Base Prospectus dated 1 April 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must

be read in conjunction with such Base Prospectus and any supplement thereto in order to obtain all the relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus and any supplement thereto. The Base Prospectus and any supplement thereto are available, free of charge, from the office in London of Deutsche Bank AG, London Branch in its capacity as Issuing and Principal Paying Agent and on the investors section of the Issuer's website <https://www.leaseplan.com>. Any information contained in or accessible through any website, including <https://www.leaseplan.com>, does not form part of the Base Prospectus and has not been scrutinised or approved by the AFM, unless specifically stated in the Base Prospectus, in any supplement hereto or in any document incorporated or deemed to be incorporated by reference in the Base Prospectus that all or any portion of such information is incorporated by reference in the Base Prospectus.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

- | | | |
|-----|--|---|
| 1. | Issuer: | LeasePlan Corporation N.V. |
| 2. | (i) Series Number: | 481 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (" EUR ") |
| 4. | Aggregate Nominal Amount: | |
| | – Series: | EUR 750,000,000 |
| | – Tranche: | EUR 750,000,000 |
| 5. | Issue Price: | 99.937 per cent of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000 |
| | (ii) Calculation Amount: | EUR 1,000 |
| 7. | (i) Issue Date: | 6 May 2022 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 6 May 2025 |
| 9. | Interest Basis: | 2.125 per cent. Fixed Rate
(See paragraph 14 below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

(further particulars specified below) |
| 11. | Change of Interest Basis: | Not Applicable |

12. Put/Call Options: Not Applicable

13. Status of the Notes: Senior Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 2.125 per cent. per annum payable in arrear on each Interest Payment Date
 - (ii) Interest Payment Date(s): 6 May in each year up, from and including 6 May 2023 to and including the Maturity Date in each case subject to adjustment in accordance with the Following Business Day Convention, Unadjusted
 - (iii) Fixed Coupon Amount(s): EUR 21.25 per Calculation Amount (EUR 1,000)
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Dates: 6 May in each year
 - (vii) Reference Rate Determination: No
 - Reference Rate Replacement: Not Applicable
15. **Floating Rate/CMS-Linked Interest Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Not Applicable
18. Investor Put: Not Applicable
19. Regulatory Call: Not Applicable
20. Final Redemption Amount of each Note: EUR 1,000 per Calculation Amount
21. Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default: EUR 1,000
22. Variation or Substitution: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | |
|--|---|
| 23. Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 24. New Global Note Form: | Applicable |
| 25. Additional Financial Centre(s): | Not Applicable |
| 26. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 27. Redenomination: | Not Applicable |
| 28. Whether Condition 8 (a) of the Notes applies (in which case Condition 7(b) of the Notes will not apply) or whether Condition 8(b) and Condition 7(b) of the Notes apply: | Condition 8(b) and Condition 7(b) apply |
| 29. Calculation Agent: | Not Applicable |
| 30. Relevant Benchmark: | Not Applicable |

Signed on behalf of the Issuer:

By:

Duly authorised

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|---|
| (i) | Listing: | Euronext Amsterdam |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on the Regulated Market of Euronext Amsterdam with effect from 6 May 2022 |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 3,600 |

2. RATINGS

- | | |
|----------|--|
| Ratings: | The Notes to be issued have been rated:
S&P: BBB-
Moody's: Baa1
Fitch: BBB+ |
|----------|--|

Each of S&P Global Ratings Europe Limited, France Branch, Moody's France SAS and Fitch Ratings Ireland Ltd. are established in the EEA and registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"). Each of S&P Global Ratings Europe Limited, France Branch, Moody's France SAS and Fitch Ratings Ireland Ltd. is not established in the United Kingdom, but it is part of a group in respect of which one of its undertakings is (i) established in the United Kingdom, and (ii) is registered in accordance with Regulation (EC) No 1060/2009 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**"). Accordingly the Notes rating(s) issued by S&P Global Ratings Europe Limited, France Branch, Moody's France SAS and Fitch Ratings Ireland Ltd. have been endorsed by S&P Global Ratings UK Limited, Moody's Investors Service Ltd and Fitch Ratings Ltd., respectively, in accordance with the UK CRA Regulation and have not been withdrawn.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS

- | | |
|-------------------------|--|
| Reasons for the offer: | See "Use of Proceeds" wording in Base Prospectus |
| Estimated net proceeds: | EUR 748,027,500 |

5. YIELD

Indication of yield: 2.147 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield

6. OPERATIONAL INFORMATION

ISIN Code: XS2477154871

Common Code: 247715487

CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Debt Issuance Programme Number: 004439

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes.

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

If syndicated, names of Managers: Citigroup Global Markets Europe AG
Deutsche Bank Aktiengesellschaft

	HSBC Continental Europe
	Mizuho Securities Europe GmbH
	Société Générale
Stabilising Manager(s) (if any):	Société Générale
If non-syndicated, name of Dealer:	Not Applicable
U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D