



**FIRST SUPPLEMENT DATED 4 SEPTEMBER 2019
TO THE BASE PROSPECTUS DATED 28 JUNE 2019**

BANQUE INTERNATIONALE A LUXEMBOURG, SOCIETE ANONYME

(Incorporated with limited liability in Luxembourg)

EUR10,000,000,000

Programme for the issue of Euro Medium Term Notes and Warrants

This supplement (**the “First Supplement”**) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 28 June 2019 (**the “Base Prospectus”**), prepared in relation to the €10,000,000,000 Euro Medium Term Note program of Banque Internationale à Luxembourg, société anonyme. On 28 June, 2019, the Commission de Surveillance du Secteur Financier (the “CSSF”) approved the Base Prospectus as a base prospectus for the purposes of Article 5.4 of Directive 2003/71/EC as amended by Directive 2010/73/EC (together the “Prospectus Directive”) and Article 8.4 of the Luxembourg Law on prospectuses for securities dated 10 July 2005 as amended from time to time (the “Luxembourg Law”).

This First Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of the Prospectus Directive and Article 13 of the Luxembourg Law.

The Issuer accepts responsibility for the information contained in this First Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this First Supplement.

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

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This First Supplement is available on the Luxembourg Stock Exchange’s website: “www.bourse.lu”.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have before the publication of this First Supplement already agreed to purchase or subscribe Notes which are not yet settled at the date

of such publication, have the right, exercisable within a time limit of 2 working days after such publication i.e. 6 September, 2019, to withdraw their acceptance.

This First Supplement provides updated information about the Issuer.

Documents incorporated by reference

The semi-annual report of the Issuer for the six months ended June 30, 2019 which has previously been published shall be incorporated by reference in, and form part of, this Supplement.

Cross-reference list

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The information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Prospectus Directive.

Element B.12 of “Section B—Issuer” in the “Summary” beginning on. P. 9 of the Base Prospectus is hereby deleted and replaced with the following:

Consolidated Statement of Income

The table below sets out summary information extracted from the Issuer's consolidated statement of income for each of the two years ended December 31, 2017 and December 31, 2018 and for the six-months period ended June 30, 2018 and June 30, 2019.

| Profit or loss (in EUR) | 31 December, 2017 (Restated) IAS 39 Audited | 30 June 2018 (unaudited) | 31 December, 2018 IFRS9 Audited | 30 June 2019 (unaudited) |
|--|---|-----------------------------|---------------------------------------|-----------------------------|
| Income | 562,290,340 | 278,460,285 | 573,318,245 | 264,660,710 |
| Expenses | -396,116,955 | -197,869,981 | -398,261,445 | -196,380,485 |
| Gross operating income | 166,173,385 | 80,590,304 | 175,056,800 | 68,280,225 |
| Impairment on financial instruments and provisions | -20,036,185 | 2,646,727 | -18,122,023 | -7,774,192 |
| Provisions for legal litigation | 234,317 | - | -510,000 | - |
| Net income before tax | 146,371,517 | 83,237,031 | 156,424,777 | 60,506,033 |
| Tax expense | -21,966,183 | -20,826,355 | -25,610,161 | -15,854,166 |
| Net income | 124,405,334 | 62,410,676 | 130,814,616 | 44,651,867 |
| Net Income - Group share | 124,405,334 | 62,410,676 | 130,814,616 | 44,651,867 |

Restatements made in accordance with IAS 8

In the second semester 2018, BIL changed its accounting policies for the measurement of property held for investment and corrected the calculations of the provisions for pensions. The impacts of the restatements are detailed in the note 1.2.7 of the consolidated financial statements as at December 31, 2018.

In accordance with IAS 8, the changes made have been applied retrospectively and has impacted the consolidated statement of income as at June 30, 2018 which has been restated as follows in this report:

| in EUR | 30/06/18 - As published | 30/06/18 - Restated |
|-------------------------|-------------------------|---------------------|
| Other net income | -12,294,556.00 | -2,283,988.00 |
| Tax expenses | -18,222,606.00 | -20,826,355.00 |
| Net income | 55,003,857.00 | 62,410,676.00 |

The changes in other net income are explained by the reversal of depreciation on investment properties for EUR 3 354 687 and revaluation of investment properties for EUR 6 655 881. The restatement of provisions for pensions had no material impact for the six-month period ended June 30, 2018.

Consolidated balance sheet

The table below sets out summary information extracted from the Issuer's consolidated balance sheet as at December 31, 2017, December 31, 2018 and June 30, 2019.

| ASSETS (in EUR) | 31/12/2017 | 31/12/2018 | IFRS9 |
|---|-----------------------|-----------------------|-------------------------|
| | (Restated) | IFRS9 Audited | 30/06/19 (unaudited) |
| | IAS 39 Audited | IFRS9 Audited | (unaudited) |
| I. Cash, balances with central banks and demand deposits | 2,795,735,288 | 3,281,434,826 | 3,182,122,235 |
| II. Financial assets held for trading | 70,526,377 | 126,889,819 | 236,998,542 |
| III. Financial investments measured at fair value | | 1,498,024,806 | 1,323,879,422 |
| Financial investments available for sale | 4,178,699,775 | | |
| IV. Loans and advances to credit institutions | 653,467,381 | 1,075,243,576 | 1,107,879,182 |
| V. Loans and advances to customers | 13,344,203,406 | 13,386,056,162 | 13,999,278,040 |
| VI. Financial investments measured at amortised cost | | 5,039,541,719 | 5,801,263,716 |
| Financial investments held to maturity | 1,753,271,909 | | |
| VII. Derivatives | 227,748,388 | 290,313,542 | 205,928,985 |
| VIII. Fair value revaluation of portfolio hedged against interest rate risk | 3,175,567 | 1,470,569 | 744,647 |
| IX. Investments in subsidiaries, joint ventures and associates | 25,225,654 | 24,580,236 | 25,307,418 |
| X. Investment property | 134,820,000 | 800,000 | 800,000 |
| XI. Property, plant and equipment | 111,832,558 | 106,587,651 | 142,581,962 |
| XII. Intangible fixed assets and goodwill | 161,458,649 | 194,083,757 | 211,001,588 |
| XIII. Current tax assets | 224,374 | 201,980 | 512,433 |
| XIV. Deferred tax assets | 233,836,509 | 225,453,739 | 212,771,443 |
| XV. Other assets | 76,400,794 | 62,015,329 | 82,422,235 |
| XVI. Non-current assets and disposal groups held for sale | 0 | 171,859,785 | 172,275,273 |
| TOTAL ASSETS | 23,770,626,629 | 25,484,557,496 | 26,705,767,121 |

| LIABILITIES (in EUR) | 31/12/2017 (Restated) IAS 39 Audited | 31/12/2018 IFRS9 Audited | IFRS9 30/06/19 (unaudited) |
|---|--|------------------------------------|--|
| I. Amounts due to credit institutions | 2,787,854,788 | 2,945,818,913 | 2,889,034,523 |
| II. Amounts due to customers | 16,315,477,809 | 17,267,224,127 | 18,315,578,081 |
| III. Other financial liabilities | | | 37,275,878 |
| IV. Financial liabilities measured at fair value through profit or loss | 776,333,210 | 832,445,114 | 1,031,051,223 |
| V. Derivatives | 384,294,457 | 503,183,727 | 507,761,136 |
| VI. Fair value revaluation of portfolio hedged against interest rate risk | 35,131,162 | 24,826,064 | 19,815,749 |
| VII. Debt securities | 1,580,051,579 | 1,933,985,745 | 1,836,865,415 |
| VIII. Subordinated debts | 281,864,136 | 285,345,888 | 285,668,828 |
| IX. Provisions and other obligations | 58,643,944 | 53,116,313 | 52,426,614 |
| X. Current tax liabilities | 4,452,914 | 1,878,972 | 1,625,006 |
| XI. Deferred tax liabilities | 8,699,564 | 4,876,126 | 5,699,274 |
| XII. Other liabilities | 228,254,924 | 245,969,510 | 284,315,592 |
| XIII. Liabilities included in disposal groups held for sale | 0 | 1,335,413 | 391,975 |
| TOTAL LIABILITIES | 22,461,058,487 | 24,100,005,912 | 25,267,509,294 |
| TOTAL SHAREHOLDERS' EQUITY | 1,309,568,142 | 1,384,551,584 | 1,438,257,827 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 23,770,626,629 | 25,484,557,496 | 26,705,767,121 |

Statements of no significant or material adverse change

There has been no material adverse change in the prospects of the Issuer since December 31, 2018 and no significant change in the financial or trading position of the issuer subsequent to June 30, 2019.

The “GENERAL INFORMATION” section item 2 on page 313 of the base prospectus of the Base Prospectus is hereby deleted and replaced with the following:

There has been no material adverse change in the prospects of the Issuer since December 31, 2018 and no significant change in the financial or trading position of the issuer subsequent to June 30, 2019.