



**FIRST SUPPLEMENT DATED 3 JULY 2018  
TO THE BASE PROSPECTUS DATED 18 MAY 2018**

**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 18 May 2018 (**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 18 May, 2018, 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 on 3 July 2012 (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](http://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. 5 July, 2018, to withdraw their acceptance.

This First Supplement provides updated information about the Issuer (Press release).

## **PRESS RELEASE**

### **LEGEND HOLDINGS RECEIVES REGULATORY APPROVAL FOR ACQUISITION OF BANQUE INTERNATIONALE À LUXEMBOURG**

***Luxembourg & Hong Kong, 2 July 2018*** – Further to the announcement of 1 September 2017, Legend Holdings Corp., has received all regulatory approvals including those of the Commission de Surveillance du Secteur Financier (CSSF) and the European Central Bank (ECB) for the acquisition of Precision Capital's 89.936% stake in Banque Internationale à Luxembourg (BIL). The transaction has therefore been successfully completed. The Grand Duchy of Luxembourg will retain its 9.993% ownership of BIL.

A delegation from Legend Holdings, including Liu Chuanzhi and Zhu Linan (Chairman and President of Legend Holdings respectively), will be travelling to Luxembourg to mark this important milestone for both BIL and Legend Holdings between 10 and 12 July.

As stated in September 2017, the acquisition represents a long-term strategic investment for Legend Holdings. BIL's asset scale, profit and revenue growth potential and business stability qualify BIL as a pillar asset for Legend Holdings, underlining its long-term investment horizon. BIL is a well-run and well-capitalised bank with a diversified business model and a focused, long-term strategy. Its long history and salient presence in Luxembourg are highly valued by Legend Holdings.

Legend Holdings is committed to providing the financial and operational support to maintain and grow the BIL brand both domestically and internationally, and to further invest in BIL's client offering. Legend Holdings is looking forward to supporting the existing Management Board in continuing to implement the BIL2020 strategy to achieve sustainable growth.

In line with the commitments made in September 2017, Legend Holdings will:

- Maintain and invest further in the development of the BIL brand in Luxembourg, Europe and globally;
- Invest in BIL's people, support employment and provide international career opportunities;
- Retain the current governance and management of the bank: Luc Frieden will remain BIL Chairman, while Hugues Delcourt will remain CEO.

Under the stewardship of Legend Holdings and the Grand Duchy of Luxembourg, BIL's commitment to its home market of Luxembourg will remain as strong as ever.

**Liu Chuanzhi, Chairman of Legend Holdings, said:** “We are delighted to welcome BIL into the Legend Holdings group. We recognize BIL’s status as a national champion and are excited by its growth potential, the quality of its client proposition, and above all, its people. “We look forward to fulfilling our commitment to maintain continuity at BIL while at the same time investing to pursue the opportunities that the Board and Legend Holdings unanimously see ahead for the bank.”

**George Nasra, CEO of Precision Capital, said:** “Six years after acquiring a majority stake in BIL, we take great pride in the significant progress the bank achieved under our stewardship. We would like to take this opportunity to express our gratitude to the Luxembourg State, BIL’s Board of Directors, its management team and its more than 2,000 employees for welcoming us, working with us and, together, making the bank even stronger. We wish everyone at BIL continued success moving forward.”

**Luc Frieden, Chairman of BIL, said:** “Today’s announcement is an important milestone in BIL’s development. As a long-term diversified investment holding company, Legend Holdings enjoys a reputable brand and has extensive global resources. We believe that leveraging Legend Holdings’ strengths will provide strong support to BIL’s development in the future. As a leading universal bank, we will continue to support a significant part of the Luxembourg economy by providing a comprehensive range of retail, wealth management and corporate and institutional banking products and services to our clients.”

**Hugues Delcourt, CEO of BIL, said:** “With the support of the Board, my management team will continue to build on our BIL2020 strategy. We will continue to reinforce the bank’s position in our existing markets while constantly enhancing our client offering and growing our geographic reach. At the same time, Legend Holdings’ extensive networks and significant experience in financial technology, Artificial Intelligence and big data will further support our ambitions.”

The following text supersedes the text mentioned in the base Prospectus dated 18 May 2018 in Element B. 5 on page 9 and Element B. 16 on page 11 of the Base Prospectus :

<b>B.5</b>	Description of the Group	At 31 March 2017, the Bank held a direct interest of at least 20 per cent. in seventeen undertakings. Legend Holdings Corp. holds 89.94 per cent. of the issued share capital in BIL and the Grand Duchy of Luxembourg holds a further 9.99 per cent.
<b>B.16</b>	Controlling shareholders	Legend Holdings Corp. holds 89.94 per cent. of the share capital in Banque Internationale à Luxembourg and the Grand Duchy of Luxembourg a further 9.99 per cent.