



**SECOND SUPPLEMENT DATED 5 SEPTEMBER 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 “**Second Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 18 May 2018 (the “**Base Prospectus**”) and the **First Supplement dated 3 July, 2018**, 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 Second 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 Second Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Second 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 Second Supplement.

To the extent that there is any inconsistency between (a) any statement in this Second Supplement or any statement incorporated by reference into the Base Prospectus by this Second 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 Second 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 Second 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 Second 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. 7 September, 2018, to withdraw their acceptance.

This Second 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, 2018 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, 2016 and December 31, 2017 and for the six-months period ended June 30, 2018.

	31 December, 2016 IAS 39 Audited	30 June 2017 IAS 39 Audited	30 June, 2017 IFRS9 Unaudited	31 December, 2017 IAS 39 Audited	30 June, 2018 IFRS 9 Audited
<b>Profit or loss</b>	(in EUR)	(in EUR)	(in EUR)	(in EUR)	(in EUR)
Income	541,383,276	299,483,257	299,858,963	552,629,414	268,449,717
Expenses	-368,521,250	-188,526,465	-188,526,465	-396,946,626	-197,869,981
Gross operating income	172,862,026	110,956,792	111,332,498	155,682,788	70,579,736
Cost of risk and provisions for legal litigation	-16,916,571	-5,336,775	-10,147,664	-19,801,868	2,646,727
Net income before tax	155,945,455	105,620,017	101,184,834	135,880,920	73,226,463
Tax expense	-45,583,434	-7,519,180	-6,623,656	-19,237,578	-18,222,606
Net income	110,362,021	98,100,837	94,561,178	116,643,342	55,003,857
Net Income - Group share	110,362,021	98,100,837	94,561,178	116,643,342	55,003,857

### **Consolidated balance sheet**

The table below sets out summary information extracted from the Issuer's consolidated balance sheet as at December 31, 2016, December 31, 2017 and June 30, 2018.

<b>Consolidated datas</b>	31 December, 2016 IAS 39 Audited	30 June 2017 IAS 39 Audited	31 December, 2017 IAS 39 Audited	31 December, 2017 IFRS9 Unaudited	30 June, 2018 IFRS 9 Audited
	(in EUR)	(in EUR)	(in EUR)	(in EUR)	(in EUR)
<b>Assets</b>					
Loans and advances to credit institutions	3,157,100,099	3,947,537,308	3,449,202,669	3,449,166,433	4,987,689,920
Loans and advances to customers	12,042,999,820	12,728,778,564	13,344,203,406	13,112,357,377	13,126,763,349
Financial Investments	6,917,484,841	6,189,346,984	5,931,971,684	6,138,453,126	6,250,112,930
Positive fair value of derivative products	245,883,149	201,683,022	227,748,388	227,748,388	280,122,438
Other assets	785,190,817	812,458,086	799,390,788	806,139,183	905,434,916
<b>Total assets</b>	<b>23,148,658,726</b>	<b>23,879,803,964</b>	<b>23,752,516,935</b>	<b>23,733,864,507</b>	<b>25,550,123,553</b>
<b>Liabilities</b>					
Amounts due to credit institutions	2,216,090,000	2,753,179,281	2,787,854,788	2,787,854,788	2,758,554,946
Amounts due to customers	16,129,249,400	16,545,695,660	16,315,477,809	16,315,477,809	17,983,264,274
Negative fair value of derivative products	436,598,717	359,322,586	384,294,457	384,294,457	376,631,385
Debt securities	2,409,814,596	2,319,164,889	2,356,384,789	2,356,384,789	2,478,233,256
Subordinated debts	293,936,368	286,470,638	281,864,136	281,864,136	284,037,640
Other liabilities	403,308,935	364,727,837	340,338,958	346,847,366	377,297,554
Shareholders' equity	1,259,660,710	1,251,243,073	1,286,301,998	1,261,141,162	1,292,104,498
<b>Total liabilities</b>	<b>23,148,658,726</b>	<b>23,879,803,964</b>	<b>23,752,516,935</b>	<b>23,733,864,507</b>	<b>25,550,123,553</b>

### **Statements of no significant or material adverse change**

There has been no material adverse change in the prospects of the Issuer since December 31, 2017 and no significant change in the financial or trading position of the issuer subsequent to June 30, 2018.

**The “GENERAL INFORMATION” section on page 299 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, 2017 and no significant change in the financial or trading position of the issuer subsequent to June 30, 2018.