



**SECOND SUPPLEMENT DATED 4 OCTOBER, 2017
TO THE BASE PROSPECTUS DATED 19 MAY 2017**

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 19 May 2017 (the **“Base Prospectus”**) and the **First Supplement dated 4 September, 2017**, prepared in relation to the € 10,000,000,000 Euro Medium Term Note program of Banque Internationale à Luxembourg, société anonyme. On 19 May, 2017, 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”.

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. 6 October , 2017, to withdraw their acceptance.

This Second Supplement provides updated information about the Issuer.

Documents incorporated by reference

The unaudited semi-annual report of the Issuer for the six months ended June 30, 2017 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 audited income statement for each of the two years ended 31 December 2015 and 31 December 2016 and from the Issuer's unaudited consolidated statement of income ended 30 June 2017:

	31 December, 2015	30 June 2016	31 December, 2016	30 June 2017
Profit or loss	<i>(in EUR)</i>	<i>(in EUR)</i>	<i>(in EUR)</i>	<i>(in EUR)</i>
Income	558 703 137	250 116 508	541 383 276	299 483 257
Expenses	-373 981 821	-179 888 474	-368 521 250	-188 526 465
Gross operating income	184 721 316	70 228 034	172 862 026	110 956 792
Cost of risk and provisions for legal litigation	-18 421 381	-4 843 033	-16 916 571	-5 336 775
Net income before tax	166 299 935	65 385 001	155 945 455	105 620 017
Tax expense	-32 030 834	-20 124 500	-45 583 434	-7 519 180
Net income	134 269 101	45 260 501	110 362 021	98 100 837
Net Income - Group share	134 269 101	45 260 501	110 362 021	98 100 837

Consolidated balance sheet

The table below sets out summary information extracted from the Issuer's consolidated audited statement of financial position as at 31 December 2015 and 31 December 2016 and from the Issuer's unaudited consolidated balance sheet as at 30 June 2017:

Consolidated datas	31 December, 2015	30 June 2016	31 December, 2016	30 June 2017
	<i>(in EUR)</i>	<i>(in EUR)</i>	<i>(in EUR)</i>	<i>(in EUR)</i>
Assets				
Loans and advances to credit institutions and Central Banks	2 334 652 737	2 262 474 926	3 157 100 099	3 947 537 308
Loans and advances to customers	11 371 806 693	12 016 261 474	12 042 999 820	12 728 778 564
Loans and securities available for sale	6 522 733 202	7 646 084 587	6 381 471 453	4 634 615 094
Positive fair value of derivative products	286 864 028	309 745 992	245 883 149	201 683 022
Other assets	960 202 974	992 546 036	1 321 204 205	2 367 189 976
Total assets	21 476 259 634	23 227 113 015	23 148 658 726	23 879 803 964
Liabilities				
Amounts due to credit institutions	1 988 226 954	2 465 143 365	2 216 090 000	2 753 179 281
Amounts due to customers	15 019 202 404	15 980 673 229	16 129 249 400	16 545 695 660
Negative fair value of derivative products	414 021 724	522 998 748	436 598 717	359 322 586
Debt securities	1 981 315 559	2 181 432 780	2 409 814 596	2 319 164 889
Subordinated debt	446 661 346	352 586 877	293 936 368	286 470 638
Other liabilities	409 207 141	473 554 572	403 308 935	364 727 837
Shareholders' equity	1 217 624 506	1 250 723 444	1 259 660 710	1 251 243 073
Total liabilities	21 476 259 634	23 227 113 015	23 148 658 726	23 879 803 964

Statements of no significant or material adverse change

There has been (i) no material adverse change in the prospects of the Issuer since December 31, 2016 and (ii) no significant change in the financial or trading position of the issuer subsequent to June 30, 2017.