



**THIRD SUPPLEMENT DATED 28 APRIL 2025
TO THE BASE PROSPECTUS DATED 21 JUNE 2024**

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 “Third Supplement”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 21 June 2024 (the “Base Prospectus”), the First Supplement dated 5 September 2024, and the Second Supplement dated 20 December 2024 prepared in relation to the EUR 10,000,000,000 Programme for the issue of Euro Medium Term Notes and Warrants of Banque Internationale à Luxembourg, société anonyme. On 21 June 2024, the Commission de Surveillance du Secteur Financier (the “CSSF”) approved the Base Prospectus as a base prospectus as competent authority under Regulation (EU) 2017/1129 (the “Prospectus Regulation”).

The Base Prospectus has also been approved by the Luxembourg Stock Exchange pursuant to Part IV of the Luxembourg act dated 16 July 2019 on prospectuses for securities (the “Prospectus Act 2019”) in respect to the securities to be listed on the Euro MTF Market.

This Third Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23 (1) of the Prospectus Regulation.

The Issuer accepts responsibility for the information contained in this Third Supplement. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Third 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 Third Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third 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 Third Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus, the First Supplement dated 5 September 2024, and the Second Supplement dated 20 December 2024 since the publication of the Base Prospectus.

This Third Supplement as well as the documents incorporated by reference are available on the Luxembourg Stock Exchange's website: "www.luxse.com".

In accordance with Article 23 (2) of the Prospectus Regulation, investors who had already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be the 02nd May 2025. Investors should contact their relationship manager for the exercise of the right of withdrawal.

This section supplements page 53 "Documents incorporated by reference" of the Base prospectus.

Documents incorporated by reference:

The audited annual report of the Issuer for the year 2024 which has previously been published shall be incorporated by reference in, and form part of, this Supplement.

The 2024 annual report is available on:

https://www.bil.com/Documents/brochures/BIL_Annual_report_2024.pdf

Cross-reference list

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The information contained in our annual report that are not included in the cross-reference list, are either not relevant for investors or covered elsewhere in the Base Prospectus, as supplemented.

The information below will be added to the relevant section on Page 217 “Financial Information” of the Base Prospectus:

Consolidated Statement of Income

The table below sets out summary information extracted from the Issuer's audited consolidated statement of income for the years ended 31 December 2023 and 31 December 2024:

| (in EUR) | 31/12/23 | 31/12/24 |
|-------------------------------|----------------------|----------------------|
| REVENUES | 761,585,223 | 719,058,631 |
| EXPENSES | (505,308,907) | (498,513,500) |
| GROSS OPERATING INCOME | 256,276,316 | 220,545,131 |
| Impairments | (25,882,543) | (30,425,917) |
| NET INCOME BEFORE TAX | 230,393,773 | 190,119,214 |
| Tax expenses | (28,625,822) | (20,330,424) |
| NET INCOME | 201,767,951 | 169,788,790 |
| Net income - Group share | 201,767,951 | 169,788,790 |

Consolidated balance sheet

The table below sets out summary information extracted from the Issuer's audited consolidated balance sheet as at 31 December 2023 and 31 December 2024:

| ASSETS | 31/12/23 | 31/12/24 |
|---|-----------------------|-----------------------|
| (in EUR) | | |
| Cash, balances with central banks and demand deposits | 2,981,518,726 | 1,547,928,488 |
| Financial assets held for trading | 19,345,375 | 30,084,003 |
| Financial investments measured at fair value | 581,678,327 | 662,588,667 |
| Loans and advances to credit institutions | 691,083,436 | 1,911,806,505 |
| Loans and advances to customers | 16,350,390,372 | 16,171,572,686 |
| Financial investments measured at cost | 8,629,112,546 | 9,149,825,205 |
| Derivatives | 547,153,628 | 517,156,129 |
| Investment property | 39,815,961 | 39,615,961 |
| Property, plant and equipment | 108,214,376 | 112,882,242 |
| Intangible fixed assets and goodwill | 398,800,773 | 401,339,277 |
| Current tax assets | 953,109 | 645,934 |
| Deferred tax assets | 128,102,833 | 117,163,483 |
| Other assets | 59,088,017 | 81,375,580 |
| TOTAL ASSETS | 30,535,257,479 | 30,743,984,160 |

| LIABILITIES | 31/12/23 | 31/12/24 |
|---|----------------|----------------|
| (in EUR) | | |
| Amounts due to credit institutions | 3,720,728,528 | 2,795,687,676 |
| Amounts due to customers | 18,455,039,645 | 18,761,707,607 |
| Other financial liabilities | 25,908,177 | 18,693,250 |
| Financial liabilities measured at fair value through profit or loss | 2,836,485,340 | 3,218,662,440 |
| <i>Liabilities designated at fair value</i> | 2,836,485,340 | 3,218,662,440 |
| Derivatives | 316,493,915 | 392,130,132 |
| Debt securities | 2,034,068,527 | 2,431,745,499 |

| | | |
|----------------------------------|-----------------------|-----------------------|
| Subordinated debts | 345,756,383 | 351,753,210 |
| Provisions and other obligations | 54,265,447 | 52,626,423 |
| Current tax liabilities | 1,063,915 | 8,749,868 |
| Deferred tax liabilities | 11,214,380 | 12,000,695 |
| Other liabilities | 320,867,001 | 252,587,101 |
| TOTAL LIABILITIES | 28,121,891,258 | 28,296,343,901 |

| SHAREHOLDERS' EQUITY | 31/12/23 | 31/12/24 |
|---|-----------------------|-----------------------|
| (in EUR) | | |
| Subscribed capital | 146,108,270 | 146,108,270 |
| Share premium | 760,527,961 | 760,527,961 |
| Other equity instruments | 174,550,419 | 174,781,918 |
| Reserves and retained earnings | 901,002,600 | 1,013,406,394 |
| Net income | 201,767,951 | 169,788,790 |
| SHAREHOLDERS' EQUITY | 2,183,957,201 | 2,264,613,333 |
| Gains and losses not recognised in the consolidated statement of income | 229,409,020 | 183,026,926 |
| <i>Financial instruments at fair value through other comprehensive income</i> | 246,006,027 | 200,550,561 |
| <i>Other reserves</i> | (16,597,007) | (17,523,635) |
| GROUP EQUITY | 2,413,366,221 | 2,447,640,259 |
| Non-controlling interests | 0 | 0 |
| TOTAL SHAREHOLDERS' EQUITY | 2,413,366,221 | 2,447,640,259 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 30,535,257,479 | 30,743,984,160 |

The “GENERAL INFORMATION” section 2 on page 329 of the base prospectus of the Base Prospectus is hereby deleted and replaced with the following:

There has been no significant change in the financial position and financial performance of the BIL Group since 31 December 2024 and there has been no material adverse change in the prospects of the Issuer or the BIL Group since 31 December 2024.