**FIRST SUPPLEMENT DATED 12 SEPTEMBER 2016 TO THE BASE PROSPECTUS OF 10 JUNE 2016 RELATING TO THE PUBLICATION OF THE INTERIM REPORT 2016 OF LEASEPLAN CORPORATION N.V.**

***LeasePlan***
**LeasePlan Corporation N.V. EUR 15,000,000,000 Debt Issuance Programme**

Under the EUR 15,000,000,000 Debt Issuance Programme (the "**Programme**") described in the base prospectus dated 10 June 2016 (the "**Base Prospectus**") LeasePlan Corporation N.V. (the "**Issuer**") may from time to time issue notes (the "**Notes**") denominated in any currency agreed by the Issuer and the relevant Dealer (as defined in the Base Prospectus).

This supplemental prospectus (the "**Supplemental Prospectus**") is prepared in connection with the publication of the interim report for the six month period ended 30 June 2016 (Half-year 2016 results) of the Issuer (the "**Interim Report 2016**"). For the purposes of (b) on page 52 of the Base Prospectus, in addition to the publicly available audited annual financial statements for the three most recent financial years of the Issuer, the condensed consolidated interim financial statements and the review report of the independent auditor thereon, included in the Interim Report 2016 set forth on pages 7 to 31 (the "**Relevant Pages**") are incorporated by reference on the same basis as the other documents set out on page 52 of the Base Prospectus.

The Relevant Pages have been prepared in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union and on the same basis of preparing as the annual financial statements for the financial year ended 31 December 2015.

The condensed consolidated interim financial statement included in the Interim Report 2016 have been filed with the Netherlands Authority for the Financial Markets *(Stichting Autoriteit Financiële Markten,* the "**AFM**") and shall be deemed to be incorporated in, and to form part of, this Supplemental Prospectus. This Supplemental Prospectus is supplemental to, forms part of and should be read in conjunction with, the Base Prospectus. Terms defined in this Supplemental Prospectus shall have the same meaning in the Base Prospectus, unless specified otherwise. To the extent that there is any inconsistency between (a) any statement in this Supplemental Prospectus or any statement incorporated by reference into the Base Prospectus by this Supplemental Prospectus and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail. Any parts contained in the Interim Report 2016 other than on the Relevant Pages relating to the Issuer shall not be deemed to be incorporated in, and form part of, this Supplemental Prospectus and such non-incorporated parts are either not relevant to investors or covered elsewhere in the Base Prospectus.

This Supplemental Prospectus constitutes a supplemental prospectus to the Base Prospectus for the purposes of article 5:23 of the Dutch Financial Markets Supervison Act (*Wet op het financieel toezicht*) and related regulations implementing Prospectus Directive 2003/71/EC (as amended) in Dutch law **(**"**FSA**") and has been approved by and filed with the AFM. The Issuer has requested the AFM to provide the competent authority in Luxembourg with a certificate of approval attesting that this Supplemental Prospectus has been drawn up in accordance with Chapter 5.1 of the FSA (a "**Notification**"). The Issuer may request the AFM to provide competent authorities in additional Member States within the European Economic Area with a Notification.

The Base Prospectus and this Supplemental Prospectus are available from the office in London of Deutsche Bank AG, London Branch and on the website of the Issuer at www.leaseplan.com and are available for viewing at the Almere office of the Issuer at P.J. Oudweg 41, 1314 CJ Almere-Stad, The Netherlands where copies of the Base Prospectus, this Supplemental Prospectus, any other supplements to the Base Prospectus and any documents incorporated by reference therein may also be obtained free of charge.

**RESPONSIBILITY STATEMENT**

The Issuer accepts responsibility for the information contained in this Supplemental Prospectus. The Issuer declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplemental Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

**NOTICE**

This Supplemental Prospectus is to be read in conjunction with any amendment or supplement hereto and with any other documents incorporated herein by reference. Full information on the Issuer and any Series or Tranche of Notes is only available on the basis of the combination of the Base Prospectus, this Supplemental Prospectus and the relevant final terms.

No person has been authorised to give any information or to make any representation not contained in or not consistent with this Supplemental Prospectus, any amendment or supplement thereto, any document incorporated by reference herein, or the applicable final terms, or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or any Dealer.

The Base Prospectus is valid for 12 months following its publication date and this Supplemental Prospectus and any amendment or supplement hereto as well as any final terms reflect the status as of their respective dates of issue. The delivery of this Supplemental Prospectus or any final terms and the offering, sale or delivery of any Notes shall not in any circumstances imply that the information contained in such documents is correct at any time subsequent to their respective dates of issue or that there has been no adverse change in the financial situation of the Issuer since such date or that any other information supplied in connection with the Programme or the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the time indicated in the document containing the same. The Dealers expressly do not undertake to review the financial condition or affairs of the Issuer during the life of the Programme. Investors should review, inter alia, the most recent financial statements of the Issuer when deciding whether or not to purchase any Notes.

Neither this Supplemental Prospectus nor any other information supplied in connection with the Programme should be considered as a recommendation by the Issuer or any Dealer that any recipient of this Supplemental Prospectus or any other information supplied in connection with the Programme should purchase any Notes. The Dealers have not independently verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Dealers, in their capacity as such, as to the accuracy or completeness of the information contained in this Supplemental Prospectus or any other information provided by each Issuer. No Dealer accepts any liability in relation to the information contained or incorporated by reference in this Supplemental Prospectus or any other information provided by the Issuer in connection with the Programme. Each investor contemplating purchasing any Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer.

The distribution of this Supplemental Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. Persons into whose possession this Supplemental Prospectus or any Notes come must inform themselves about, and observe, any such restrictions. In particular, there are restrictions on the distribution of this Supplemental Prospectus and the offer or sale of Notes in the European Economic Area (including The Netherlands, Italy, Luxembourg and the United Kingdom), Japan and the United States (see "*Subscription and Sale*" in the Base Prospectus).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or jurisdiction of the United States and include Notes in bearer form that are subject to U.S. tax law requirements. Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S **(**"**Regulation S**") under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the Securities Act.

This Supplemental Prospectus has been prepared on the basis that, except to the extent sub-paragraph (ii) below may apply, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of Notes which are the subject of an offering contemplated in this Supplemental Prospectus as completed by final terms in relation to the offer of those Notes may only do so (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer, or (ii) if a prospectus for such offer has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State and (in either case) published, all in accordance with the Prospectus Directive, provided that any such prospectus has subsequently been completed by final terms which specify that offers may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State, such offer is made in the period beginning and ending on the dates specified for such purpose in such prospectus or final terms, and the Issuer has consented in writing to its use for the purpose of such offer. Except to the extent sub-paragraph (ii) above may apply, neither the Issuer nor any Dealer have authorised, nor do they authorise, the making of any offer of Notes in circumstances in which an obligation arises for the Issuer or any Dealer to publish or supplement a prospectus for such offer. The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended, including by Directive 2010/73), and includes any relevant implementing measure in the Relevant Member State.

This Supplemental Prospectus does not constitute an offer or an invitation to subscribe for or purchase the Notes. This Supplemental Prospectus may not be used for the purpose of an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.