



ALD

(formerly known as ALD International)

(incorporated in France as a société anonyme)

**Second supplement dated 18 November
2019 to the Euro 6,000,000,000
Euro Medium Term Note Programme
Base Prospectus
dated 27 June 2019**

This supplement (the "**Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 27 June 2019, as supplemented by the first supplement dated 27 August 2019 (together, the "**Base Prospectus**"), and is prepared in relation to the Euro 6,000,000,000 Euro Medium Term Note Programme (the "**Programme**") of ALD (the "**Issuer**"). On 27 June 2019, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "**Prospectus Directive**") and Article 8.4 of the *loi relative aux prospectus pour valeurs mobilières du 10 juillet 2005* (the Luxembourg law on prospectus for securities of 10 July 2005), as amended (the "**Prospectus Act 2005**").

This Supplement constitutes a supplement to the Base Prospectus pursuant to Article 13 of the Prospectus Act 2005 and it is primarily for the purposes of incorporating by reference the press release of the Issuer relating to the trading update and the third quarter 2019 financial results.

Unless otherwise defined in this Supplement, terms used herein shall be deemed to be defined as such for the purposes of the relevant Terms and Conditions of the Notes set forth in the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in the Base Prospectus, the statements in (i) above will prevail.

This Supplement has been prepared for the purpose of giving information with regard to the Issuer and the Notes to be issued under the Programme additional to the information already contained or incorporated by reference in the Base Prospectus. The Issuer, having taken all reasonable care to ensure that such is the case, confirms that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information. The Issuer accepts responsibility accordingly.

Copies of this Supplement can be obtained, without charge, from the Issuer and the specified office of the Paying Agent, in each case, at the address given at the end of the Base Prospectus.

This Supplement will be published on the websites of the Luxembourg Stock Exchange (www.bourse.lu) and the Issuer (<http://www.aldautomotive.com/investors/information-and-publications/debt-investors>).

INFORMATION INCORPORATED BY REFERENCE

The following document which was published on 6 November 2019 shall be deemed to be incorporated by reference into, and to form part of, this Supplement:

- the press release of the Issuer dated 6 November 2019 relating to the trading update and the third quarter 2019 financial results.

AMENDMENT TO THE BASE PROSPECTUS

The content of first paragraph of section "INFORMATION INCORPORATED BY REFERENCE" on page 23 of the Base Prospectus is deleted and replaced as follows:

“The following information shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus:

1. the English version of the registration document of the Issuer dated 23 April 2019 which includes the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2018, and a free English translation of the statutory auditors' audit report on the consolidated financial statements of the Issuer in respect of the year ended 31 December 2018 and which was filed with the *Autorité des marchés financiers* on 23 April 2019 under visa no. R.19-009 (the "**2018 Registration Document**"), with the exception of the cover page (page 1), Chapter 1 (pages 7 and 8);
2. the English version of the registration document of the Issuer dated 16 April 2018 which includes the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2017, and a free English translation of the statutory auditors' audit report on the consolidated financial statements of the Issuer in respect of the year ended 31 December 2017 and which was filed with the *Autorité des marchés financiers* on 16 April 2018 under visa no. R.18-014 (the "**2017 Registration Document**"), with the exception of the cover page (page 1), Chapter 1 (page 6);
3. the press release of the Issuer dated 3 May 2019 relating to the trading update of the first quarter 2019 (the "**First Quarter 2019 Results**") with the exception of the sentence under the heading "Confirming full year 2019 guidance" (page 1), comments by Mike Masterson, ALD CEO (page 2) and section "2019 Guidance" (page 4);
4. the financial report of the Issuer for the first half of 2019 dated 1 August 2019 which includes the Issuer's interim condensed consolidated financial statements for the six months ended 30 June 2019 and a free English translation of the auditors' review report thereon (the "**Half Year 2019 Results**"), with the exception of the cover page and page 9;
5. the press release of the Issuer dated 6 November 2019 relating to the trading update of the third quarter 2019 (the "**Third Quarter 2019 Results**") with the exception of comments by Mike Masterson, ALD CEO (page 2) and section "2019 Guidance" (page 4); and
6. the section "Terms and Conditions of the Notes" of the following base prospectuses relating to the Programme: (i) base prospectus dated 26 June 2018 (pages 42 to 65) (the "**2018 Conditions**") (ii) base prospectus dated 26 June 2017 (pages 38 to 59) (the "**2017 Conditions**"), (iii) base prospectus dated 8 July 2016 (pages 36 to 57) (the "**2016 Conditions**"), (iv) base prospectus dated 30 June 2015 (pages 36 to 56) (the "**2015 Conditions**"), (v) base prospectus dated 29 April 2014 (pages 33 to 53) (the "**2014 Conditions**") and (vi) base prospectus dated 29 April 2013 (pages 33 to 52) (the "**2013 Conditions**").”

The content of section "CROSS-REFERENCE TABLE IN RESPECT OF INFORMATION INCORPORATED BY REFERENCE REGARDING THE ISSUER AND THE GROUP" on pages 24-28 of the Base Prospectus is deleted and replaced with the following:

“The following consolidated table cross-references the pages of the 2017 Registration Document, the 2018 Registration Document, the Half Year 2019 Results and the Third Quarter 2019 Results in this Base Prospectus with the main heading required under Annex IX of the Commission Regulation (EC) No 809/2004, as amended implementing the Prospectus Directive (the "**Prospectus Regulation**").”

Prospectus Regulation - Annex IX		
A9.3	RISK FACTORS	
A9.3.1	Prominent disclosure of risk factors that may affect the issuer's ability to fulfil its obligations under the securities to investors in a section headed "Risk Factors".	Pages 15-34 of the 2018 Registration Document
A9.4	INFORMATION ABOUT THE ISSUER	
A9.4.1	History and development of the Issuer	
A9.4.1.1	the legal and commercial name of the Issuer;	Page 36 of the 2018 Registration Document
A9.4.1.2	the place of registration of the Issuer and its registration number;	Page 36 of the 2018 Registration Document
A9.4.1.3	the date of incorporation and the length of life of the Issuer, except where indefinite; and	Page 36 of the 2018 Registration Document
A9.4.1.4	the domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office.	Page 36 of the 2018 Registration Document
A9.4.1.5	any recent events particular to the issuer and which are to a material extent relevant to the evaluation of the issuer's solvency.	Pages 2-6 of the Half Year 2019 Results Pages 2-6 of the Third Quarter 2019 Results
A9.5	BUSINESS OVERVIEW	
A9.5.1	Principal activities:	
A9.5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed; and	Pages 39-50 of the 2018 Registration Document
A9.5.1.2	The basis for any statements in the registration document made by the issuer regarding its competitive position.	Pages 41-42 of the 2018 Registration Document
A9.6	ORGANISATIONAL STRUCTURE	

Prospectus Regulation - Annex IX		
A9.6.1	If the issuer is part of a group, a brief description of the group and of the issuer's position within it.	Page 54 of the 2018 Registration Document
A9.6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence.	Pages 54 and 56 of the 2018 Registration Document
A9.9	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY	
A9.9.1	Names, business addresses and functions in the issuer of the following persons, and an indication of the principal activities performed by them outside the issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies;	Pages 108-124 of the 2018 Registration Document
A9.9.2	Potential conflicts of interests between any duties to the issuing entity of the persons referred to in item 9.9.1 and their private interests and or other duties must be clearly stated.	Page 124 of the 2018 Registration Document
A9.10	MAJOR SHAREHOLDERS	
A9.10.1	To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.	Pages 164-165 of the 2018 Registration Document
A9.10.2	A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer.	Page 166 of the 2018 Registration Document
A9.11	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	

Prospectus Regulation - Annex IX		
A9.1.1.1 Historical Financial Information		
Audited historical financial information covering the latest 2 financial years (or such shorter period that the issuer has been in operation), and the audit report in respect of each year.		Pages 158-241 of the 2017 Registration Document Pages 176-238 of the 2018 Registration Document
(a) consolidated income statements;		Page 160 of the 2017 Registration Document Page 176 of the 2018 Registration Document Page 11 of the Half Year 2019 Results
(b) consolidated statements of comprehensive income;		Page 161 of the 2017 Registration Document Page 177 of the 2018 Registration Document Page 11 of the Half Year 2019 Results
(c) consolidated balance sheet;		Page 162 of the 2017 Registration Document Page 178 of the 2018 Registration Document Page 12 of the Half Year 2019 Results
(d) consolidated statements of changes in equity;		Page 163 of the 2017 Registration Document Page 179 of the 2018 Registration Document Page 13 of the Half Year 2019 Results
(e) consolidated statements of cash flows; and		Page 164 of the 2017 Registration Document Pages 180-181 of the 2018 Registration Document Page 14 of the Half Year 2019 Results
(f) notes to consolidated financial statements		Pages 165-233 of the 2017 Registration Document Pages 182-238 of the 2018 Registration Document Page 15-39 of the Half Year 2019 Results
A9.1.1.3 Auditing of historical annual financial information		
A9.1.1.3.1 A statement that the historical financial information has been audited. If audit reports on the historical financial information have been refused by the statutory auditors or if they contain qualifications or disclaimers, such refusal or such qualifications or disclaimers must be reproduced in full and the reasons given		Pages 234-241 of the 2017 Registration Document Pages 238-241 of the 2018 Registration Document Page 8 of the Half Year 2019 Results
A9.1.1.5 Legal and arbitration proceedings		Page 31 of the 2018 Registration Document

The content of paragraph 5 of section "GENERAL INFORMATION" on page 77 of the Base Prospectus is deleted and replaced as follows:

5. DOCUMENTS ON DISPLAY

Copies of the following documents (together with English translations thereof, as applicable) may be inspected during normal business hours at the offices of Société Générale Bank & Trust at 11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg for 12 months from the date of this Base Prospectus:

- (a) the constitutive documents of the Issuer;
- (b) the audited consolidated financial statements of the Issuer for the years ended 31 December 2018 and 31 December 2017;
- (c) the First Quarter 2019 Results;
- (d) the Half Year 2019 Results;
- (e) the Third Quarter 2019 Results;
- (f) the Agency Agreement;
- (g) the Deed of Covenant;
- (h) the Programme Manual (which contains the forms of the Notes in global and definitive form);
and
- (i) the Issuer-ICSDs Agreement (which is entered into between the Issuer and Euroclear and/or Clearstream, Luxembourg with respect to the settlement in Euroclear and/or Clearstream, Luxembourg of Notes in New Global Note form).