

Dated 21 February 2022



ALD

Second supplement dated 21 February 2022

to the Euro 6,000,000,000

Euro Medium Term Note Programme

Original Base Prospectus

dated 9 July 2021

This second supplement (the "**Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 July 2021 (the "**Original Base Prospectus**"), as supplemented by the supplement dated 26 November 2021 (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 9 July 2021, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Original Base Prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as amended (the "**Prospectus Regulation**") and Article 6 of the *Loi relative aux prospectus pour valeurs mobilières du 16 juillet 2019* (the "**Luxembourg law on prospectus for securities of 16 July 2019**"), as amended.

Application has been made to the CSSF in its capacity as competent authority pursuant to the Prospectus Regulation for approval of this Supplement as a supplement to the Base Prospectus.

The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The CSSF assumes no responsibility as to the economic and financial soundness of the Notes and the quality or solvency of the Issuer and such approval should not be considered as an endorsement of the Issuer or the quality of the securities that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the securities.

This Supplement constitutes a supplement to the Base Prospectus pursuant to Article 23(1) of the Prospectus Regulation and it is primarily for the purposes of incorporating by reference press releases of the Issuer relating to recent events and making consequential amendments to the Base Prospectus.

Unless otherwise defined in this Supplement, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement. 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 regarding 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 does not omit anything 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 (<https://www.aldautomotive.com/investors/information-and-publications/debt-investors>).

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RISK FACTORS

The following risk factor shall be added at the end of the paragraph I (“*Risks relating to the Issuer and its Subsidiaries*”) of the section entitled “Risk Factors” on pages 11 to 24 of the Base Prospectus:

Risks in connection with the proposed acquisition of LeasePlan by the Issuer and the creation of a leading global player in mobility.

The Issuer recently announced the signing of a memorandum of understanding with a consortium led by TDR Capital, the purpose of which is to (i) acquire LeasePlan, one of the world’s leading fleet management and mobility companies by fleet size, and (ii) create a leading global provider of sustainable mobility solutions resulting from the proposed combination of the Issuer and LeasePlan (see the January 2022 Press Release incorporated by reference into this Base Prospectus for more details).

The proposed acquisition has received the support of the respective Boards of Directors of Société Générale, LeasePlan and ALD, as well that of LeasePlan’s Supervisory Board. The completion of the proposed transaction is subject to information and consultation of relevant works councils and to customary closing conditions precedent. The main closing conditions are (i) the regulatory and antitrust approvals, (ii) the waiver by the *Autorité des marchés financiers* (i.e. the French financial markets authority) of the obligation to file a tender offer on ALD granted to LeasePlan’s shareholders (iii) approval at shareholders meeting of ALD, (iv) the distribution by LeasePlan of its excess capital and (v) the delivery by each of ALD and LeasePlan of a pre-agreed closing book value allowing the combined entity to achieve a CET1 level of c. 13%. Although the proposed transaction is expected to close by end of 2022, the Issuer cannot provide any assurance as to when these conditions will be satisfied or waived, if at all, or that other events will not occur to delay or result in the failure to complete the proposed transaction. Any delay or failure to complete the proposed transaction could prevent or delay the Issuer from realizing some or all of the synergies, growth opportunities and other benefits that the Group expects to achieve if the combination is successfully completed within the expected time frame. In case of failure, the Issuer may be adversely affected by the costs undertaken in connection with the proposed transaction.

Although the Issuer expects the proposed combination to be highly synergetic, creating opportunities to cross-leverage off the mutual strengths of the two companies, actually realising its potential benefits is subject to a number of uncertainties. These include general concerns around competition and doubts as to whether the Group will be able to integrate its business with LeasePlan’s business in an efficient and effective manner establishing and implementing effective operational principles and procedures. If, following the completion of the proposed combination, the Issuer fails to achieve these objectives, the anticipated cost savings, synergies, growth opportunities and other potential benefits which would otherwise have resulted from the proposed combination may take longer than expected to materialise or may materialise partially only (or even not materialise at all), and assumptions underpinning the decision to proceed with the proposed combination may prove to be incorrect.

The Issuer may also face challenges with the following: redeployment of resources in different areas of operations to improve efficiency and addressing possible differences in business culture, processes, controls, procedures and systems. In addition, the integration of the companies’ respective businesses may result in unforeseen additional expenses, capital investments and financial risks, such as incurring unexpected write-offs or suffering adverse tax treatment.

It is possible that the integration process could take longer or be more costly than anticipated or could have a disruptive effect on the activities of the Issuer and the Group’s ongoing businesses or inconsistencies in standards, controls, procedures and policies. Such matters could adversely affect the ability of the combined company to maintain relationships with suppliers, customers and employees, or maintain quality standards or generally to realise the potential benefits of such integration. An inability to realise the full extent of, or any of, the potential benefits of the proposed combination, in addition to any delay in the integration process, could have an adverse effect on the combined company’s business, cash flows, financial condition or results of operations.

INFORMATION INCORPORATED BY REFERENCE

The section “*Information incorporated by reference*” on pages 25 to 32 of the Base Prospectus is deleted and replaced by the following:

“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 universal registration document of the Issuer dated 26 April 2021 which includes an English translation of the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2020, 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 2020 and which was filed with the *Autorité des marchés financiers* on 26 April 2021 under visa no. D.21-0358 (the "**2020 Universal Registration Document**"), with the exception of cover page (page 1), Chapter 8 (pages 243 to 245) (available for viewing at: https://www.aldautomotive.com/Portals/international/Documents/ALD_URD2020_EN_MEL_21-04-27.pdf?ver=2021-04-27-142150-220);
2. the English version of the universal registration document of the Issuer dated 9 April 2020 which includes an English translation of the audited consolidated financial statements of the Issuer in respect of the year ended 31 December 2019, 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 2019 and which was filed with the *Autorité des marchés financiers* on 9 April 2020 under visa no. D.20-0284 (the "**2019 Universal Registration Document**"), with the exception of cover page (page 1), Chapter 8 (pages 231 to 233) (available for viewing at: https://www.aldautomotive.com/Portals/international/Documents/ALD2019_URD_EN_V-MEL_20_04_09.pdf?ver=2020-04-09-203825-410);
3. the press release of the Issuer dated 6 May 2021 relating to the trading update of the first quarter 2021 (the "**First Quarter 2021 Results**") with the exception of page 2 (“Confirmed outlook for 2021”) (available for viewing at: <https://www.aldautomotive.com/Portals/international/Documents/21-05-06%20PR%20ALD%20Q1%202021%20Results.pdf?ver=2021-05-06-065544-153>);
4. the financial report of the Issuer for the first half of 2021 dated 2 August 2021 which includes the Issuer's interim condensed consolidated financial statements for the six months ended 30 June 2021 and a free English translation of the auditors' limited review report thereon (the "**Half Year 2021 Results**"), with the exception of the cover page and page 11 (available for viewing at: <https://www.aldautomotive.com/Portals/international/Documents/2021%20H1%20results/ALD%202021%20First%20Half%20Financial%20Report%20vFINAL.pdf?ver=2021-08-03-072228-313×tamp=1627968184264>);
5. the press release of the Issuer dated 3 August 2021 relating to the half year financial information (the "**Half Year 2021 Results Press Release**") with the exception of page 2 (“New Guidance for 2021”) (available for viewing at: <https://www.aldautomotive.com/Portals/international/Documents/2021%20H1%20results/PR%20ALD%20H1%202021%20Results%20vFINAL.pdf?ver=2021-08-03-072201-170×tamp=1627968192209>);
6. The press release dated 27 October 2021 (the “**October Press Release**”) (available for viewing at: <https://www.aldautomotive.com/Portals/international/Documents/21-10-27%20ALD%20and%20Societe%20Generale%20VGB.pdf?ver=2021-10-27-175357-220>);
7. the press release of the Issuer dated 4 November 2021 relating to the Issuer’s third quarter and nine months 2021 results (the "**Third Quarter 2021 Results**") with the exception of page 2 (“Updated guidance for 2021”) (available for viewing at: https://www.aldautomotive.com/LinkClick.aspx?fileticket=-w4nw_REC5A%3d&portalid=17&language=en-US);

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8. the press release of the Issuer dated 6 January 2022 relating to the Issuer's proposed acquisition of Leaseplan (the "**January 2022 Press Release**") in its entirety (available for viewing at: <https://www.aldautomotive.com/Portals/international/Documents/ALD%20MuO%20LeasePlan/2022%2001%2005%20PR%20ALD%20PROPOSED%20ACQUISITION%20OF%20LEASEPLAN%20-%20File%20for%20publication.pdf?ver=2022-01-06-063429-193×tamp=1641447282901>);
9. the press release of the Issuer dated 10 February 2022 relating to the Issuer's financial information for the fourth quarter and full year 2021 (the "**Full Year 2021 Results**") in its entirety with the exception of the comments from Tim Albertsen, ALD CEO (Page 3) and the paragraph on page 12 commencing with the words "ALD is a global leader..." (available for viewing at <https://www.aldautomotive.com/LinkClick.aspx?fileticket=vSTMpKaw8pc%3d&portalid=17&language=en-US×tamp=1644474098550>); and
10. the section "Terms and Conditions of the Notes" of the following base prospectuses relating to the Programme:
 - a. base prospectus dated 25 June 2020 (pages 45 to 72) (the "**2020 Conditions**") (available for viewing at: <https://www.bourse.lu/programme/Programme-Ald/13952>)
 - b. base prospectus dated 27 June 2019 (pages 45 to 68) (the "**2019 Conditions**") (available for viewing at: <https://www.bourse.lu/programme-documents/Programme-Ald/13952>);
 - c. base prospectus dated 26 June 2018 (pages 42 to 65) (the "**2018 Conditions**") (available for viewing at: <https://www.bourse.lu/programme-documents/Programme-Ald/13952>); and
 - d. base prospectus dated 26 June 2017 (pages 38 to 59) (the "**2017 Conditions**") (available for viewing at: <https://www.bourse.lu/programme-documents/Programme-Ald/13952>).

As of the date of this Supplement, the unaudited consolidated results as at 31 December 2021 contained in the Full Year 2021 Results (i) have been compiled and prepared on a basis which is both comparable with the historical financial information of the Issuer and consistent with the Issuer's accounting policies and (ii) were examined by the Board of Directors of the Issuer on 9 February 2022 and the audit procedures carried out by the statutory auditors in relation to such unaudited consolidated results are in progress.

**CROSS-REFERENCE TABLE IN RESPECT OF INFORMATION
INCORPORATED BY REFERENCE REGARDING THE ISSUER AND THE GROUP**

The following consolidated table cross-references the pages of the 2019 Universal Registration Document, the 2020 Universal Registration Document, the Half Year 2021 Results, the January 2022 Press Release and the Full Year 2021 Results in this Base Prospectus with the main heading required under the relevant annexes of the Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation.

Annex 7		
A7.3	RISK FACTORS	
A7.3.1	A description of the material risks that are specific to the issuer and that may affect the issuer's ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed 'Risk Factors'. In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.	Pages 100-109 of the 2020 Universal Registration Document
A7.4	INFORMATION ABOUT THE ISSUER	
A7.4.1	History and development of the Issuer	
A7.4.1.1	the legal and commercial name of the Issuer;	Page 236 of the 2020 Universal Registration Document
A7.4.1.2	the place of registration of the Issuer and its registration number and legal entity identifier (LEI);	Page 236 of the 2020 Universal Registration Document
A7.4.1.3	the date of incorporation and the length of life of the Issuer, except where indefinite; and	Page 236 of the 2020 Universal Registration Document

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A7.4.1.4	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) and website of the issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus.	Page 237 of the 2020 Universal Registration Document
A7.4.1.5	Any recent events particular to the issuer and which are to a material extent relevant to an evaluation of the issuer's solvency.	Pages 2 and 3-10 of the Full Year 2021 Results Pages 1 to 7 of the January 2022 Press Release
A7.5	BUSINESS OVERVIEW	
A7.5.1	Principal activities:	
A7.5.1.1	A brief description of the issuer's principal activities stating the main categories of products sold and/or services performed.	Pages 10-12, 14-15 and 20 of the 2020 Universal Registration Document
A7.5.1.2	The basis for any statements made by the issuer regarding its competitive position.	Pages 12-13 of the 2020 Universal Registration Document
A7.6	ORGANISATIONAL STRUCTURE	
A7.6.1	If the issuer is part of a group, a brief description of the group and the issuer's position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure.	Pages 28-30 of the 2020 Universal Registration Document
A7.6.2	If the issuer is dependent upon other entities within the group, this must be clearly stated together with an explanation of this dependence	Pages 28-29 of the 2020 Universal Registration Document

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A7.9	ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES	
A7.9.1	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 50-66 of the 2020 Universal Registration Document
A7.9.2	Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.	Page 66 of the 2020 Universal Registration Document
A7.10	MAJOR SHAREHOLDERS	
A7.10.	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.	Page 44 of the 2020 Universal Registration Document
A7.10.2	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 44 of the 2020 Universal Registration Document
A7.11	FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES	

Annex 7		
A7.11.1	<p>Historical Financial Information</p> <p>Audited historical financial information covering the latest 2 financial years and the audit report in respect of each year.</p> <p>(a) consolidated income statements;</p> <p>(b) consolidated statements of comprehensive income;</p> <p>(c) consolidated balance sheet;</p> <p>(d) consolidated statements of changes in equity;</p> <p>(e) consolidated statements of cash flows; and</p> <p>(f) notes to consolidated financial statements</p>	<p>Pages 138-202 of the 2019 Universal Registration Document</p> <p>Pages 148-212 of the 2020 Universal Registration Document</p> <p>Page 138 of the 2019 Universal Registration Document Page 148 of the 2020 Universal Registration Document</p> <p>Page 139 of the 2019 Universal Registration Document Page 149 of the 2020 Universal Registration Document</p> <p>Page 140 of the 2019 Universal Registration Document Page 150 of the 2020 Universal Registration Document</p> <p>Page 141 of the 2019 Universal Registration Document Page 151 of the 2020 Universal Registration Document</p> <p>Pages 142-143 of the 2019 Universal Registration Document Pages 152-153 of the 2020 Universal Registration Document</p>

<p>A7.11.1 .3</p>	<p>Accounting standards</p> <p>The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to:</p> <ul style="list-style-type: none"> (a) a Member State’s national accounting standards for issuers from the EEA as required by Directive 2013/34/EU; (b) a third country’s national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers. <p>Otherwise the following information must be included in the registration document:</p> <ul style="list-style-type: none"> (a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information; (b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements. 	<p>Page 145 of the 2019 Universal Registration Document</p> <p>Page 159 of the 2020 Universal Registration Document</p>
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Annex 7		
A7.11.2	Auditing of historical financial information	
A7.11.2.1	<p>The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014. Where Directive 2014/56/EU and Regulation (EU) No 537/2014 do not apply:</p> <p>(a) the historical financial information must be audited or reported on as to whether or not, for the purposes of the registration document, it gives a true and fair view in accordance with auditing standards applicable in a Member State or an equivalent standard.</p> <p>Otherwise, the following information must be included in the registration document:</p> <p style="padding-left: 40px;">(i) a prominent statement disclosing which auditing standards have been applied;</p> <p style="padding-left: 40px;">(ii) an explanation of any significant departures from International Standards on Auditing;</p> <p>(b) if audit reports on the historical financial information contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full and the reasons given.</p>	<p>Pages 199-202 of the 2019 Universal Registration Document</p> <p>Pages 208-212 of the 2020 Universal Registration Document</p>
A7.11.3	Legal and arbitration proceedings	Page 105 of the 2020 Universal Registration Document

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The following table cross-references the pages of the interim financial information in the Base Prospectus:

a) accounting standards;	Page 20 of the Half Year 2021 Results (Note 3) Page 13 of the Full Year 2021 Results
b) consolidated income statements;	Page 13 of the Half Year 2021 Results Page 13 of the Full Year 2021 Results
c) consolidated statements of comprehensive income;	Page 14 of the Half Year 2021 Results
d) consolidated balance sheet;	Page 15 of the Half Year 2021 Results Page 15 of the Full Year 2021 Results (Total Contracts and selected balance sheet figures)
e) consolidated statements of changes in equity;	Page 16 of the Half Year 2021 Results
f) consolidated statements of cash flows;	Page 17 of the Half Year 2021 Results
g) notes to consolidated financial statements; and	Pages 18-38 of the Half Year 2021 Results
h) audit report	Pages 9-10 of the Half Year 2021 Results

**CROSS-REFERENCE TABLE IN RESPECT OF THE TERMS AND CONDITIONS
INCORPORATED BY REFERENCE**

Annex 15	Base Prospectus dated 26 June 2017	Base Prospectus dated 26 June 2018	Base Prospectus dated 27 June 2019	Base Prospectus dated 25 June 2020
Terms and Conditions	Pages 38 to 59	Pages 42 to 65	Pages 45 to 68	Pages 45 to 72

The sections referred to in the cross-reference tables shall be deemed to be incorporated by reference in, and form part of this Base Prospectus, save any statement contained in this Base Prospectus or in a section which is incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Base Prospectus to the extent that a statement contained in any section which is subsequently incorporated by reference

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herein by way of a supplement prepared in accordance with Article 23 of the Prospectus Regulation modifies or supersedes such earlier statement (whether expressly or by implication, or otherwise).

In accordance with Article 19.1 of the Prospectus Regulation, the non-incorporated parts of the base prospectus dated 26 June 2017, the base prospectus dated 26 June 2018, the base prospectus dated 27 June 2019 and the base prospectus dated 25 June 2020 are not relevant for the investors.

The information that is not listed in the above cross-reference tables but included in the documents incorporated by reference, is considered as additional information, is not required by the relevant provisions of the Prospectus Regulation, is given for information purposes only and does not form part of this Base Prospectus.

Copies of the documents specified above as containing information incorporated by reference in this Base Prospectus may be inspected, free of charge, on the website of the Luxembourg Stock Exchange www.bourse.lu. For the avoidance of doubt, the content of the websites of the Luxembourg Stock Exchange and the Issuer does not form part of this Base Prospectus unless that information is incorporated by reference into the Base Prospectus.

The Issuer will, in the event of any significant new factor, material mistake or inaccuracy relating to information included in this Base Prospectus which is capable of affecting the assessment of any Notes, prepare a supplement to this Base Prospectus or publish a new Base Prospectus for use in connection with any subsequent issue of Notes.”

GENERAL INFORMATION

Paragraphs 3 and 5 of the section entitled "General Information" on pages 88 to 90 of the Base Prospectus are deleted and replaced by the following:

“3. SIGNIFICANT CHANGE/MATERIAL ADVERSE CHANGE

Except as disclosed in this Supplement, there has been no material adverse change in the prospects of the Issuer since 31 December 2020 nor any significant change in the financial position or financial performance of the Issuer and ALD Automotive since 31 December 2021.

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 Luxembourg at 11, avenue Emile Reuter, L-2420 Luxembourg, Luxembourg for 12 months from the date of this Base Prospectus. In the case of (a), (b), (c) and (h), these documents shall also be available for inspection in electronic form at <https://www.aldautomotive.com/investors/information-and-publications/regulated-information> (in the case of (h) for a period of 10 years) or <https://www.bourse.lu/programme-documents/Programme-Ald/13952>:

- (a) the constitutive documents of the Issuer;
- (b) the audited consolidated financial statements of the Issuer for the years ended 31 December 2020 and 31 December 2019;
- (c) the First Quarter 2021 Results, the Half Year 2021 Results, the Half Year 2021 Results Press Release, the October Press Release, the Third Quarter 2021 Results, the January 2022 Press Release and the Full Year 2021 Results.
- (d) the Agency Agreement;
- (e) the Deed of Covenant;
- (f) the Programme Manual (which contains the forms of the Notes in global and definitive form);
- (g) 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); and
- (h) a copy of this Base Prospectus.

Copies of this Base Prospectus and, in respect of Notes listed on the Luxembourg Stock Exchange, the applicable Final Terms, as well as all documents incorporated by reference herein, shall also be available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).”