

This document is an unofficial translation of a Swedish language supplement. In case of differences between this English translation and the supplement in Swedish, the supplement in Swedish shall prevail.

Supplement 2018:2 to base prospectus regarding ICA Gruppen Aktiebolag's (publ) MTN-program

Supplement to the base prospectus regarding ICA Gruppen Aktiebolag's (publ) (“**ICA Gruppen**”) MTN-program, approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) on June 13, 2018 (SFSA ref. no. 18-9164) (the “**Base Prospectus**”).

This supplement has been prepared in accordance with Chapter 2 Section 34 in the Swedish Financial Instruments Trading Act (1991:980) and approved and registered by the Swedish Financial Supervisory Authority on November 1, 2018 (SFSA ref. no. 18-19919) and published on ICA Gruppen's website on November 1, 2018.

According to Chapter 2 Section 34 of the Swedish Financial Instruments Trading Act, rights for investors who have agreed to purchase or subscribe for transferable securities under the Base Prospectus to withdraw their acceptances by reason of the publication of this supplement shall be exercised no later than two (2) business days from the publication, *i.e.*, no later than on November 5, 2018.

This supplement is a part of, and shall be read together with, the Base Prospectus.

Publishing of ICA Gruppen's interim report

On October 25, 2018, ICA Gruppen published its interim report for the period January 1 – September 30, 2018 (the “**Interim Report**”). By this supplement, the Interim report is implemented into, and made part of, the Base Prospectus.

Updates of the Base Prospectus caused by the Interim Report

The publishing of the Interim Report causes updates of the sections “Summary”, “Selected historical financial information” and “Other information” of the Base Prospectus as stated below.

Summary

The section “Summary” of the Base Prospectus is updated with selected historical financial information under “Section B – Issuer” (item B.12) as set forth below.

In sub-section “Income statement”, the columns “Jan-Jun” 2017 and 2018 are replaced with the columns “Jan-Sep” 2017 and 2018 of the section “Consolidated statement of comprehensive income” on page 16 of the Interim Report. The columns “Full year” 2016 and 2017 remain unchanged. In sub-section “Balance sheet”, the columns “2017-06-30” and “2018-06-30” are replaced with the columns “30 September” 2017 and 2018 from the section “Condensed consolidated statement of financial position” on page 17 of the Interim Report. In sub-section “Statement of cash flows”, the columns “Jan-Jun” 2017 and 2018 are replaced with the corresponding information in the columns “Jan-Sep” 2017 and 2018 of the section “Condensed consolidated statement of cash flows” on page 18 of the Interim Report. In sub-section “Key figures not defined in IFRS (alternative performance measures)”, the columns “Jan-Jun” 2017 and 2018 are replaced with the corresponding

information in the columns “Jan-Sep” 2017 and 2018 of the section “Key figures ICA Gruppen” on page 28 of the Interim Report. The updates above are set forth in [Appendix 1](#).

Selected historical financial information

In section “Condensed statement of comprehensive income, group” on page 56 of the Base Prospectus, the columns “Jan-Jun” 2017 and 2018 are replaced with the columns “Jan-Sep” 2017 and 2018 of the section “Consolidated statement of comprehensive income” on page 16 of the Interim Report. The columns “Full year” 2016 and 2017 remain unchanged. In section “Condensed statement of financial position, group” on page 58 of the Base Prospectus, the columns “2017-06-30” and “2018-06-30” are replaced with the columns “30 September” 2017 and 2018 of the section “Condensed consolidated statement of financial position” on page 17 of the Interim Report. In section “Statement of cash flow, group” on page 59 of the Base Prospectus, the columns “Jan-Jun” 2017 and 2018 are replaced with the corresponding information in the columns “Jan-Sep” 2017 and 2018 of the section “Condensed consolidated statement of cash flows” on page 18 of the Interim Report. In section “Key figures, group” on page 59 of the Base Prospectus, the columns “Jan-Jun” 2017 and 2018 are replaced with the corresponding information in the columns “Jan-Sep” 2017 and 2018 of the section “Key figures ICA Gruppen” on page 28 of the Interim Report. The updates above are set forth in [Appendix 2](#).

The sections “Historical financial information”, “Auditing of the annual historical financial information” and “Age of the most recent financial information” on page 53 of the Base Prospectus and “Documents incorporated by reference” on pages 53-55 of the Base Prospectus are updated as set forth in [Appendix 3](#).

Other information

The sections “Material changes in the issuer’s financial position” on page 61 of the Base Prospectus and “Documents available for inspection” on page 61-62 of the Base Prospectus are updated as set forth in [Appendix 4](#).

Solna on November 1, 2018

APPENDIX 1

B.12	Selected historical financial information:	Income statement		
		CONDENSED STATEMENT OF COMPREHENSIVE INCOME, GROUP		
		SEKm	Jan-Sep 2018	Jan-Sep 2017
		Net sales	85,285	80,807
		Cost of goods sold	-71,368	-67,301
		Gross profit	13,917	13,506
		Selling expenses	-8,509	-8,177
		Administrative expenses	-2,195	-2,078
		Other operating income	266	216
		Other operating expenses	-26	-40
		Share of profits of associates and joint ventures	59	43
		Operating profit (EBIT) excl items affecting comparability	3,512	3,470
		Capital gains/losses net on sale of non-current assets (net)	-7	580
		Impairment (net)	-179	-11
		Operating profit	3,326	4,039
		Financial income	7	8
		Financial expenses	-229	-290
		Net financial items	-222	-282
		Profit before tax	3,104	3,757
		Tax	-387	-504
		Profit for the period	2,717	3,253
		Other comprehensive income, items that may not be reclassified to profit or loss, net after tax		
		Remeasurement defined benefit pensions	-128	-107
		Other comprehensive income, items that may be reclassified to profit or loss, net after tax		
		Change in translation reserve	134	105
		Change in hedging reserve	94	-41
		Share of other comprehensive income of joint ventures	12	19
		Total items that may be reclassified to profit or loss	240	83
		Comprehensive income for the period	2,830	3,229
		Profit for the period attributable to		
		Owners of the parent	2,704	3,242
		Non-controlling interests	13	11

Comprehensive income for the period attributable to				
Owners of the parent		2,812	3,213	
Non-controlling interests		18	16	
Earnings per share, SEK				
Earnings per share		13.44	16.12	
<u>Balance sheet</u>				
CONDENSED STATEMENT OF FINANCIAL POSITION, GROUP				
SEKm	2018-09-30	2017-09-30	2017-12-31	2016-12-31
ASSETS				
Non-current assets				
Goodwill	16,301	16,301	16,301	16,301
Trademarks	13,414	13,353	13,377	13,353
Other intangible assets	1,480	1,080	1,180	903
Interest in joint ventures and associates	847	743	766	740
Deferred tax assets	397	442	437	456
Lending and investments in ICA Bank	11,355	9,508	10,971	8,880
Land, buildings and investment properties	14,139	13,363	13,445	13,120
Other non-current assets	2,316	2,042	2,234	2,188
Total non-current assets	60,249	56,832	58,711	55,941
Current assets				
Inventories	4,504	4,540	4,488	4,455
Lending and investments in ICA Bank	3,231	3,202	2,890	2,600
Other current assets	7,646	6,797	7,403	6,834
Cash and cash equivalents in ICA Bank	3,011	3,069	2,209	3,269
Cash and cash equivalents	487	528	2,290	705
Assets held for sale	309	27	9	2,319
Total current assets	19,188	18,163	19,289	20,182
TOTAL ASSETS	79,437	74,995	78,000	76,123
EQUITY AND LIABILITIES				
Equity	32,457	31,069	32,017	29,688
Non-current liabilities				
Provisions	2,911	2,542	2,638	2,320
Deferred tax liabilities	4,237	4,431	4,533	4,673
Non-current interest-bearing liabilities	3,627	3,915	3,913	7,406
Other non-current liabilities	50	61	56	139

Total non-current liabilities	10,825	10,949	11,140	14,538
Current liabilities				
Deposits ICA Bank	15,259	13,931	14,061	12,897
Current interest-bearing liabilities	3,872	3,998	3,975	3,057
Other current liabilities	17,023	15,048	16,807	15,703
Liabilities held for sale	-	-	-	240
Total current liabilities	36,155	32,977	34,843	31,897
TOTAL EQUITY AND LIABILITIES	79,437	74,995	78,000	76,123

Statement of cash flow

STATEMENT OF CASH FLOW, GROUP

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Cash flow from operating activities	4,558	2,995	4,601	5,422
Cash flow from investing activities	-2,752	1,214	632	-1,694
Cash flow from financing activities	-2,798	-4,581	-4,693	-4,251
Cash flow for the period	-992	-372	540	-523
Cash and cash equivalents at start of period	4,499	3,974	3,974	4,611
Exchange difference in cash and cash equivalents	-8	-5	-15	-114
Cash and cash equivalents at end of period	3,498	3,597	4,499	3,974

Key Figures not defined in IFRS (alternative performance measures)

KEY FIGURES, GROUP

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Operating margin, %	3.9%	5.0%	4.9%	4.4%
Net margin, %	3.2%	4.0%	3.9%	3.3%
Return on equity, %	11.0%	13.4%	13.4%	11.9%
Return on capital employed, %	10.3%	11.9%	12.3%	10.5%
Equity/assets ratio, %	40.9%	41.4%	41.0%	39.0%

The key figures defined below are not defined pursuant to IFRS, and are presented to facilitate an investor's evaluation of the Company's financial performance and position. The key figures are audited only to the extent they refer to full year figures for 2016 and 2017. *I.e.*, the key figures that refer to the periods January – September 2017 and 2018 have not been reviewed by the Company's auditor.

- *Equity/assets ratio* – Equity including non-controlling interests in relation to total assets. The key figure is presented to show the share of the total assets financed by the owners' equity.

		<ul style="list-style-type: none"> • <i>Net margin</i> – Profit for the period as a percentage of net sales. The key figure is presented to show the profit after all costs including tax in relation to net sales. • <i>Operating margin</i> – Operating profit as a percentage of net sales. The key figure is presented to show the Company's value creation and ability to pay interest and taxes as well as make dividends. • <i>Return on capital employed</i> – Profit after financial income, on a rolling 12 months basis,¹ in relation to average capital employed during the period.² ICA Bank's operations are excluded from both the income statement and balance sheet when calculating return on capital employed.³ The key figure is presented to show the return generated on the capital employed and the key figure is used by the Company to monitor the business' profitability and capital efficiency. • <i>Return on equity</i> – Profit for the period, on a rolling 12 months basis,⁴ in relation to average equity during the period.⁵ ICA Bank's operations are excluded from the income statement when calculating return on equity.⁶ The key figure is presented to give a view on the Company's return on equity. <p>The financial information is derived from the Company's group accounts for 2016 and 2017 and has been audited by the Company's auditor. The Company's group accounts for 2016 and 2017 give a complete picture over the Group's assets, liabilities and financial position. The financial information is, where applicable, derived from the Company's interim report for the period January 1 – September 30, 2018. The interim report has not been reviewed by the Company's auditor.</p> <p>The Company's group accounts for 2016 and 2017 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Furthermore, the Group also applies the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Rules for Groups.</p>
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¹ For the periods January 1 – September 30, 2018 and 2017 the operating profit plus financial income on a rolling 12 months basis is 4,513 SEKm and 5,077 SEKm respectively.

² The average capital employed is calculated through the summation of the ending balances of the equity plus the current and non-current interest-bearing liabilities for the previous 13 months (e.g. December-December) divided by 13. The average capital employed for the respective period is (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Average capital employed	56,955	55,396	55,466	55,438

³ Excluded values for ICA Bank (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Operating profit plus financial income	156	41	70	43
Average capital employed	14,530	13,229	13,528	12,388

⁴ For the periods January 1 – September 30, 2018 and 2017 respectively the profit for the period on a rolling 12 months basis is 3,609 SEKm and 4,037 SEKm respectively.

⁵ The average equity is calculated through the summation of the ending balances of the equity for the previous 13 months (e.g. December-December) divided by 13. The average equity for the respective period is (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Average equity	31,813	29,996	30,619	28,394

⁶ Excluded values for ICA Bank (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Profit for the period	115	30	50	35

		<p>The same accounting principles and calculation methods are applied in the interim report for the period January 1 – September 30, 2018 and the annual report for 2017, except for IFRS9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers, which have both been applied since January 1, 2018. The reported figures for the period January 1 – September 30, 2017 are recomputed in accordance with the accounting principles and calculation methods applicable as of January 1, 2018.</p> <p>The Company's annual reports for 2016 and 2017 have been prepared in accordance with the Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2 Reporting for Legal Entities.</p> <p>The Company's interim report for the period January 1 – September 30, 2018 has been prepared in accordance with IAS 34 Interim Financial Reporting.</p> <p>No material adverse changes have occurred in the Company's prospects since the annual report for 2017 was published on March 8, 2018, and no material changes have occurred in the financial position or position in the market since the interim report for the period January 1 – September 30, 2018 was published on October 25, 2018.</p>
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APPENDIX 2**CONDENSED STATEMENT OF COMPREHENSIVE INCOME, GROUP**

SEKm	Jan-Sep 2018	Jan-Sep 2017
Net sales	85,285	80,807
Cost of goods sold	-71,368	-67,301
Gross profit	13,917	13,506
Selling expenses	-8,509	-8,177
Administrative expenses	-2,195	-2,078
Other operating income	266	216
Other operating expenses	-26	-40
Share of profits of associates and joint ventures	59	43
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Capital gains/losses net on sale of non-current assets (net)	-7	580
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Non-controlling interests	18	16

Earnings per share, SEK

Earnings per share	13.44	16.12
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CONDENSED STATEMENT OF FINANCIAL POSITION, GROUP

SEKm	2018-09-30	2017-09-30	2017-12-31	2016-12-31
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The key figures defined below are not defined pursuant to IFRS, and are presented to facilitate an investor's evaluation of the Company's financial performance and position. The key figures are audited only to the extent they refer to full year figures for 2016 and 2017. *I.e.*, the key figures that refer to the periods January – September 2017 and 2018 have not been

reviewed by the Company's auditor.

- *Equity/assets ratio* – Equity including non-controlling interests in relation to total assets. The key figure is presented to show the share of the total assets financed by the owners' equity.
- *Net margin* – Profit for the period as a percentage of net sales. The key figure is presented to show the profit after all costs including tax in relation to net sales.
- *Operating margin* – Operating profit as a percentage of net sales. The key figure is presented to show the Company's value creation and ability to pay interest and taxes as well as make dividends.
- *Return on capital employed* – Profit after financial income, on a rolling 12 months basis,⁷ in relation to average capital employed during the period.⁸ ICA Bank's operations are excluded from both the income statement and balance sheet when calculating return on capital employed.⁹ The key figure is presented to show the return generated on the capital employed and the key figure is used by the Company to monitor the business' profitability and capital efficiency.
- *Return on equity* – Profit for the period, on a rolling 12 months basis,¹⁰ in relation to average equity during the period.¹¹ ICA Bank's operations are excluded from the income statement when calculating return on equity.¹² The key figure is presented to give a view on the Company's return on equity.

⁷ For the periods January 1 – September 30, 2018 and 2017 the operating profit plus financial income on a rolling 12 months basis is 4,513 SEKm and 5,077 SEKm respectively.

⁸ The average capital employed is calculated through the summation of the ending balances of the equity plus the current and non-current interest-bearing liabilities for the previous 13 months (e.g. December-December) divided by 13. The average capital employed for the respective period is (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Average capital employed	56,955	55,396	55,466	55,438

⁹ Excluded values for ICA Bank (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Operating profit plus financial income	156	41	70	43
Average capital employed	14,530	13,229	13,528	12,388

¹⁰ For the periods January 1 – September 30, 2018 and 2017 respectively the profit for the period on a rolling 12 months basis is 3,609 SEKm and 4,037 SEKm respectively.

¹¹ The average equity is calculated through the summation of the ending balances of the equity for the previous 13 months (e.g. December-December) divided by 13. The average equity for the respective period is (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Average equity	31,813	29,996	30,619	28,394

¹² Excluded values for ICA Bank (SEKm):

	Jan-Sep 2018	Jan-Sep 2017	Full year 2017	Full year 2016
Profit for the period	115	30	50	35

APPENDIX 3

HISTORICAL FINANCIAL INFORMATION

The Company's annual reports and group accounts for 2016 and 2017 and also the Company's interim report for the period January 1 – September 30, 2018, but only with respect to the sections listed in the subsection Place for certain sections incorporated by reference below, are incorporated into the Base Prospectus by reference. The sections incorporated are to be read as part of the Base Prospectus. All the reports are available on the Company's website www.icagruppen.se/en/ and can also be obtained from the Company in paper format. Other information, if not available in electronic format at www.icagruppen.se/en/, can be obtained from the Company in paper format.

The Company's group accounts for 2016 and 2017 have been prepared in accordance with International Financial Reporting Standards (IFRS) and the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the EU. Furthermore, the Group also applies the Swedish Financial Reporting Board's recommendation RFR 1, Supplementary Accounting Rules for Groups.

The same accounting principles and calculation methods are applied in the interim report for the period January 1 – September 30, 2018 and the annual report for 2017, except for IFRS9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers, which have both been applied since January 1, 2018. The reported figures for the period January 1 – September 30, 2017 are recomputed in accordance with the accounting principles and calculation methods applicable as of January 1, 2018.

The Company's annual reports for 2016 and 2017 have been prepared in accordance with the Annual Accounts Act (1995:1554) and the Swedish Financial Reporting Board's recommendation RFR 2 Reporting for Legal Entities.

The Company's interim report for the period January 1 – September 30, 2018 has been prepared in accordance with IAS 34 Interim Financial Reporting.

AUDITING OF THE ANNUAL HISTORICAL FINANCIAL INFORMATION

The financial information in the Company's group accounts and annual report for 2016 was reviewed by authorized public accountant Erik Åström. The financial information in the Company's group accounts and annual report for 2017 was reviewed by authorized public accountant Thomas Forslund. The auditing of the annual reports was conducted in accordance with generally accepted auditing practices in Sweden and the audit reports were submitted without comment. The Company's interim report for the period January 1 – September 30, 2018 has not been reviewed by the Company's auditors.

Other than the auditing of the Company's group accounts and annual reports, the Company's auditors have not audited or reviewed any part of the Base Prospectus or this translation thereof.

KPMG AB was re-elected as the Company's auditor at the annual general meeting held on April 12, 2018 and authorized public accountant Thomas Forslund (born 1965) was appointed auditor-in-charge. Thomas Forslund is a member of FAR, the professional institute for the accountancy sector in Sweden. The office address of KPMG AB and Thomas Forslund is: KPMG AB, Evenemangsgatan 17, P.O. Box 3018, SE-169 03 Solna, Sweden. Up and until the annual general meeting held on April 7, 2017, Ernst & Young AB was the Company's auditor and authorized public accountant Erik Åström (born 1957) was auditor-in-charge. Erik Åström is a member of FAR. The office address of Ernst & Young AB and Erik Åström is: Ernst & Young AB, Jakobsbergsgatan 24, P.O. Box 7850, SE-103 99 Stockholm, Sweden.

AGE OF THE MOST RECENT FINANCIAL INFORMATION

The most recent financial information has been taken from the annual report for 2017, which was published on March 8, 2018, and from the interim report for the period

January 1 – September 30, 2018, which was published on October 25, 2018.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have, but only with respect to the sections listed in the subsection *Place for certain sections incorporated by reference* below, been incorporated into the Base Prospectus by reference.

- The Company's audited annual reports and group accounts and auditor's reports for fiscal years 2016 and 2017;
- The Company's interim report for the period January 1 – September 30, 2018;
- The Company's base prospectus dated May 26, 2014; and
- The Company's base prospectus dated June 13, 2017.

The abovementioned annual reports and interim report are available in electronic form on the Company's website www.icagruppen.se/en/ (www.icagruppen.se/en/investors/#!/reports-and-presentations), and can also be obtained from the Company in paper form in accordance with section *Documents available for inspection* below.

The Company's previous base prospectuses are available in electronic form on the Company's website www.icagruppen.se/en/ (www.icagruppen.se/en/investors/#!/credit-market), and can also be obtained from the Company in paper form in accordance with section *Documents available for inspection* below.

The information that is not included in the sections of the abovementioned annual reports, interim report and base prospectuses that are incorporated by reference in accordance with subsection *Place for certain sections incorporated by reference* below is either not relevant for investors or can be found elsewhere in this Base Prospectus.

Location of certain sections incorporated by reference

<i>Annual report 2016</i>	<i>Page</i>
Statement of income for the Group	77
Statement of financial position for the Group	78-79
Statement of cash flows for the Group	81
Description of accounting principles and other explanatory notes	82-104
Auditor's report	117-119
<i>Annual report 2017</i>	<i>Page</i>
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Statement of cash flows for the Group	83
Description of accounting principles and other explanatory notes	84-104
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General terms 23-34

Template for final terms 35-38

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated April 24, 2014, the general terms dated April 24, 2014, and published in the Company's base prospectus dated May 26, 2014, as well as the final terms for such loans, are incorporated by reference:

Loan	Redemption date	ISIN
105	June 17, 2019	SE0006028106
106	June 17, 2019	SE0006028114

Base prospectus dated June 13, 2017**Page**

General terms 28-40

Template for final terms 41-44

Solely with the purpose to issue additional tranches under the loans stated below issued under the Company's general terms dated May 31, 2017, the general terms dated May 31, 2017, and published in the Company's base prospectus dated June 13, 2017, as well as the final terms for such loans, are incorporated by reference:

Loan	Redemption date	ISIN
109	January 15, 2021	SE0011205392
110	January 15, 2021	SE0011205400

APPENDIX 4**MATERIAL CHANGES IN THE ISSUER'S FINANCIAL POSITION**

There has been no adverse material change in the Group's financial position or position in the market that could affect the market's view of the Company since the publication of the interim report for the period January 1 – September 30, 2018.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available in paper format upon request at the Company's head office at Svetsarvägen 16, SE-171 93 Solna, Sweden, on weekdays during the Company's regular office hours and in electronic format on the Company's website www.icagruppen.se/en/ throughout the period of validity of the Base Prospectus.

- The Company's articles of association;
- The Company's audited group accounts, annual reports and audit reports for the fiscal years 2016 and 2017;
- The Company's interim report for the period January 1 – September 30, 2018;
- The Company's subsidiaries audited annual reports and audit reports for the fiscal years 2016 and 2017 (where applicable);
- The Company's base prospectus dated May 26, 2014;
- The Company's base prospectus dated June 13, 2017;
- The Company's general terms dated April 24, 2014;
- The Company's general terms dated May 31, 2017;
- The Company's final terms for loan 105 dated June 11, 2014;
- The Company's final terms for loan 106 dated June 11, 2014;
- The Company's final terms for loan 109 dated May 7, 2018;
- The Company's final terms for loan 110 dated May 7, 2018; and
- This Base Prospectus, including any supplements to the Base Prospectus.