

FIRST SUPPLEMENT DATED 19 DECEMBER 2011

**TO THE BASE PROSPECTUS DATED 21 JUNE 2011 OF LEASEPLAN CORPORATION
N.V. RELATING TO THE ISSUANCE OF EUR 40,000,000 FIXED RATE NOTES DUE
2016**

Supplement in connection with the public offer in Belgium and the Grand Duchy of Luxembourg and the admittance to trading on the regulated market of the Luxembourg Stock Exchange of:

EUR 40,000,000 Fixed Rate Notes due 2016

Series Number: 276

ISIN Code: XS0712165355

(the "Notes")

to be issued by LeasePlan Corporation N.V.

(the "Issuer")

under the EUR 15,000,000,000

Debt Issuance Programme

This Supplement must be read in conjunction with the Final Terms dated 22 November 2011 and the Base Prospectus dated 21 June 2011. Terms and expressions not defined herein shall have the respective meanings set forth in the Base Prospectus and the Final Terms.

This Supplement is drawn up in order to change the current minimum amount of the offer mentioned on the cover page and under Part B - point 7 of the Final Terms "*Terms and conditions of the offer*". The current minimum of the offer amount is deleted and replaced as follows by a new minimum amount:

Current minimum amount :

"Minimum EUR 50,000,000 based on the need of the Issuer and on the demand from the investors".

New minimum amount:

"Minimum EUR 40,000,000 based on the need of the Issuer and on the demand from the investors".

The Aggregate Nominal Amount of the Notes to be issued on 22 December 2011 is fixed at EUR 40,000,000.

Further to this modification to the terms and conditions of the offer, the subscribers have the right to withdraw their subscription two days as of the date of publication of this Supplement on 19 December 2011, i.e. until and including 21 December 2011.

EXCEPT AS SET OUT HEREIN, ALL TERMS AND CONDITIONS REMAIN IDENTICAL TO THOSE SPECIFIED IN THE FINAL TERMS DATED 22 NOVEMBER 2011.

RESPONSIBILITY

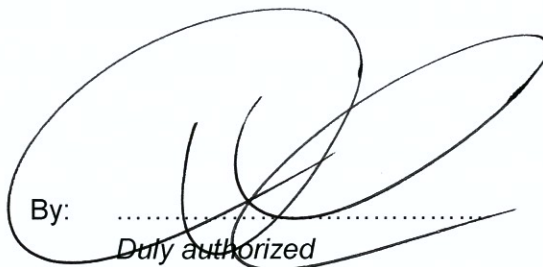
The Issuer accepts responsibility for the information contained herein.

Signed on behalf of the Issuer:

By:


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Duly authorized

By:


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Duly authorized