

## INVESTEC BANK PLC

(incorporated with limited liability in England and Wales with registered number 489604)

This base prospectus supplement (the "Base Prospectus Supplement") is supplemental to and must be read in conjunction with (i) the Base Prospectus dated 9 August 2018 relating to the £4,000,000,000 Zebra Capital Plans Retail Structured Products Programme (the "Zebra Base Prospectus") (ii) the Base Prospectus dated 18 July 2018 relating to the £2,000,000,000 Impala Bonds Programme (the "Impala Base Prospectus"); and (iii) the Base Prospectus dated 19 October 2018 relating to the £6,000,000,000 Euro Medium Term Note Programme (the "EMTN Prospectus") (the Zebra Base Prospectus, the Impala Base Prospectus and the EMTN Prospectus together being the "Base Prospectuses") prepared by Investec Bank plc (the "Issuer") in connection with the application made for Notes to be admitted to listing on the Official List of the Financial Conduct Authority in its capacity as competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000 (the "FSMA"), and to trading on the Regulated Market of the London Stock Exchange plc.

This Base Prospectus Supplement constitutes a supplement for the purposes of Directive 2003/71/EC (as amended) (the "**Prospectus Directive**") and a supplementary prospectus for the purposes of section 87G of the FSMA Terms defined in the Base Prospectuses shall have the same meaning when used in this Base Prospectus Supplement.

To the extent that there is any inconsistency between any statement in this Base Prospectus Supplement and any other statement in or incorporated by reference in the Base Prospectuses, the statements in this Base Prospectus Supplement will prevail.

The purpose of this Base Prospectus Supplement is to:

- Disclose that on 15 November 2018, the Issuer published its unaudited consolidated interim financial information for the six months ended 30 September 2018 (the "Unaudited September 2018 Financial Information"). The Unaudited September 2018 Financial information is incorporated by reference herein. The Unaudited September 2018 Financial Information has previously been published and filed with the FCA. Any document incorporated by reference into the Unaudited September 2018 Financial Information shall not form part of this Base Prospectus Supplement.
- Update the Summary contained in each of the Zebra Base Prospectus and the Impala Base Prospectus (the updated elements of such revised Summaries being set out in Annexes 1 and 2 hereto, respectively) with certain of the information disclosed in the Unaudited September 2018 Financial Information, namely:
  - updated financial information relating to the six months ended 30 September 2018, as set out in Element B.12 (*Key Financial Information*); and
  - updated trend information, as set out in Element B.4b (*Trends*).

in each of the Zebra Base Prospectus Summary and the Impala Base Prospectus Summary.

Copies of the documents incorporated by reference in this Base Prospectus Supplement can be obtained from (i) the registered office of the Issuer at 30 Gresham Street, London EC2V 7QP and (ii) the website of the Regulatory News Service operated by the London Stock Exchange at <a href="https://www.londonstockexchange.com/exchange/prices-and-news/merket-news/market-news-home.html">www.londonstockexchange.com/exchange/prices-and-news/market-news-home.html</a>.

Save as disclosed in this Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectuses has arisen since the publication of the Base Prospectuses.

In circumstances where Article 16(2) of the Prospectus Directive (as implemented in the United Kingdom by Section 87Q(4) of the FSMA) applies, investors who have agreed to purchase or subscribe for any Notes prior to the publication of this Base Prospectus Supplement may have the right to withdraw their acceptance. Investors wishing to exercise such right should do so by notice in writing to the person from whom they agreed to purchase or subscribe for such Notes no later than 28 November 2018, which is the final date for the exercise of such withdrawal.

The Issuer accepts responsibility for the information contained in this Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

23 November 2018

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## ANNEX 1

#### EXTRACTS OF THE AMENDED ELEMENTS SUMMARY OF THE ZEBRA BASE PROSPECTUS

B.4b	Trends: <sup>1</sup>	The Issuer, in its unaudited half yearly financial report for the six month period ended 30 September 2018, reported an increase of 49.2% in operating profit before goodwill and acquired intangibles and after non-controlling interests to £118.275 million (September 2017: £79.285 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 30 September 2018, the Issuer had £6.3 billion of cash and near cash to support its activities, representing 49% of its customer deposits. Customer deposits have increased by 6.5% since 31 March 2018 to £12.7 billion at 30 September 2018. The Issuer's loan to deposit ratio was 78.7% as at 30 September 2018 (March 2018: 80.7%). At 30 September 2018 the Issuer's total capital adequacy ratio was 16.8%, common equity tier 1 ratio was 11.1% and its leverage ratio was 7.6%. These capital disclosures incorporate the deduction of foreseeable charges and dividends as required by the Capital Requirements Regulation and European Banking Authority technical standards. The credit loss charge as a percentage of average gross core loans and advances has decreased from 1.14% at 31 March 2018 to 0.42%. The Issuer's gearing ratio remains low with total assets to equity at 10.2 times at 30 September 2018.					
B.12	Key Financial	The selected financial information set out below has been extracted without					
	Information: <sup>2</sup>	material adjustment from the audited consolidated financial statements of the Issuer for the years ended 31 March 2017 and 31 March 2018 and the unaudited					
		Issuer for the years ended 31 March 2017 and 31 March 2018 and the unaudited half yearly financial report of the Issuer for the six month period ended 30					
		September 2017 and the six month period ended 30 September 2018.					
		Financial features	Six Month			Ended	
			30 Sept	2017	2018	larch 2017	
		Operating profit before amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000) Earnings attributable to ordinary shareholder (£'000)	118,275	79,285	136,347 97,841	161,057 117,793	
		Costs to income ratio	76.8%	77.0%	76.8%	75.9%	
		Total capital resources (including subordinated liabilities) (£'000)	2,886,130 2,082,242	2,601,422 1,994,082	2,788,840 2,209,167	2,559,287 1,979,931	
		Total assets (£'000)	21,162,620	18,477,936	20,097,225	18,381,414	
		Net core loans and advances (£'000).	10,026,162	8,872,736	9,663,172	8,598,639	
		Customer accounts (deposits) (£'000)  Cash and near cash balances (£'000).	12,743,472	11,221,444	11,969,625	11,289,177	
		Funds under management (£'000)	6,294,407 39,710,000	4,869,067 37,500,000	5,598,418 37,276,000	4,853,000 35,900,000	
		Capital adequacy ratio	16.8%	16.0%	16.5%	16.6%	
		Common equity tier 1 ratio	11.1%	12.1%	11.8%	12.2%	
		There has been no significant change in the financial or trading position of the Issuer and its consolidated subsidiaries since 30 September 2018, being the end of the most recent financial period for which it has published interim financial statements.					
		There has been no material adv the financial year ended 31 Marc it has published audited financia	ch 2018, the 1	most recent f			

<sup>&</sup>lt;sup>1</sup> Element B.4b (*Trends*) of the Summary has been updated for the most recent unaudited consolidated financial information for the 6 months ended 30 September 2018, as set out in the Unaudited September 2018 Financial Information.

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<sup>&</sup>lt;sup>2</sup> Element B.12 (*Key Financial Information*) of the Summary has been updated for the most recent unaudited consolidated financial information for the six months ended 30 September 2018, as set out in the Unaudited September 2018 Financial Information.

## ANNEX 2

#### EXTRACTS OF THE AMENDED ELEMENTS SUMMARY OF THE IMPALA BASE PROSPECTUS

D 1h	Trondad	The Icener in its unaudited	half woorly	financial ra	port for the	civ month		
B.4b	Trends: <sup>1</sup>	The Issuer, in its unaudited						
		period ended 30 September 2018, reported an increase of 49.2% in operating profit before goodwill and acquired intangibles and after non-controlling						
		interests to £118.275 million (September 2017: £79.285 million). The balance sheet remains strong, supported by sound capital and liquidity ratios. At 30 September 2018, the Issuer had £6.3 billion of cash and near cash to support						
		its activities, representing 49	% of its cus	tomer depos	its. Custome	er deposits		
		have increased by 6.5% since	31 March 20	18 to £12.7	billion at 30	September		
		2018. The Issuer's loan to de						
		(March 2018: 80.7%). At 30 September 2018 the Issuer's total capital adequacy ratio was 16.8%, common equity tier 1 ratio was 11.1% and its leverage ratio was 7.6%. These capital disclosures incorporate the deduction of foreseeable charges and dividends as required by the Capital Requirements						
		Regulation and European Ba	nking Autho	rity technica	l standards.	The credit		
		loss charge as a percentage						
		decreased from 1.14% at 31 M						
		remains low with total assets	to equity at	10.2 times at	30 Septemb	ber 2018.		
<b>B.12</b>	Key Financial	The selected financial inform	nation set out	t below has	been extract	ed without		
	Information: <sup>2</sup>	material adjustment from the	audited cons	olidated fina	ancial statem	ents of the		
		Issuer for the years ended						
		unaudited half yearly financi						
		ended 30 September 2017 a	na the six n	nonth period	i ended 30	September		
		2018.			•			
				hs Ended		Ended		
			30 Sept	tember	31 M	larch		
			2018	2017	2018	2017		
		Operating profit before						
		amortisation of acquired						
		amortisation of acquired intangibles, non-operating items,						
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling						
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	118,275	79,285	136,347	161,057		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)						
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441	58,711	97,841	117,793		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)						
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8%	58,711 77.0%	97,841 76.8%	117,793 75.9%		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130	58,711 77.0% 2,601,422	97,841 76.8% 2,788,840	117,793 75.9% 2,559,287		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242	58,711 77.0% 2,601,422 1,994,082	97,841 76.8% 2,788,840 2,209,167	117,793 75.9% 2,559,287 1,979,931		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130	58,711 77.0% 2,601,422	97,841 76.8% 2,788,840	117,793 75.9% 2,559,287		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620	58,711 77.0% 2,601,422 1,994,082 18,477,936	97,841 76.8% 2,788,840 2,209,167 20,097,225	117,793 75.9% 2,559,287 1,979,931 18,381,414		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242	58,711 77.0% 2,601,422 1,994,082	97,841 76.8% 2,788,840 2,209,167	117,793 75.9% 2,559,287 1,979,931		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620	58,711 77.0% 2,601,422 1,994,082 18,477,936	97,841 76.8% 2,788,840 2,209,167 20,097,225	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172	117,793 75.9% 2,559,287 1,979,931 18,381,414		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1%	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1%	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8%	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2%		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1%	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1%	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8%	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2%		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1% t change in	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1% the financial	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8% or trading J	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2% position of		
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		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1% t change in ad subsidiarie	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1% the financial es since 30 \$2	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8% or trading p	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2% position of 018, being		
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		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1% t change in tod subsidiaries ancial period	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1% the financial es since 30 \$\frac{1}{2}\$ 1 for which i	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8% or trading p	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2% position of 018, being		
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		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1% t change in add subsidiaries ancial period	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1% the financial es since 30 \$\frac{1}{2}\$ I for which i	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8% or trading positions of the Interest of the	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2% position of 018, being ned interim		
		amortisation of acquired intangibles, non-operating items, taxation and after non-controlling interests (£'000)	96,441 76.8% 2,886,130 2,082,242 21,162,620 10,026,162 12,743,472 6,294,407 39,710,000 16.8% 11.1% t change in add subsidiaries ancial period	58,711 77.0% 2,601,422 1,994,082 18,477,936 8,872,736 11,221,444 4,869,067 37,500,000 16.0% 12.1% the financial es since 30 \$\frac{1}{2}\$ I for which i	97,841 76.8% 2,788,840 2,209,167 20,097,225 9,663,172 11,969,625 5,598,418 37,276,000 16.5% 11.8% or trading positions of the Interest of the	117,793 75.9% 2,559,287 1,979,931 18,381,414 8,598,639 11,289,177 4,853,000 35,900,000 16.6% 12.2% position of 018, being ned interim		

<sup>&</sup>lt;sup>1</sup> Element B.4b (*Trends*) of the Summary has been updated for the most recent unaudited consolidated financial information for the six months ended 30 September 2018, as set out in the Unaudited September 2018 Financial Information.

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<sup>&</sup>lt;sup>2</sup> Element B.12 (*Key Financial Information*) of the Summary has been updated for the most recent unaudited consolidated financial information for the six months ended 30 September 2018, as set out in the Unaudited September 2018 Financial Information.