

REA FINANCE B.V.

(a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands and registered with the trade registry of the Chamber of Commerce and Industries in Amsterdam with number 34259527)

issue of up to £40,000,000 8.75 per cent sterling notes 2020

irrevocably and unconditionally guaranteed by

R.E.A. HOLDINGS PLC

(a public company with limited liability incorporated under the laws of England and Wales under the Companies Act 2006 with registered number 671099)

and

R.E.A. SERVICES LIMITED

(a private company with limited liability incorporated under the laws of England and Wales under the Companies Act 2006 with registered number 1159736)

This supplement to the prospectus of REA Finance B.V. ("**REA Finance**") dated 3 August 2015 as supplemented by a supplementary prospectus dated 26 August 2015 (the "**prospectus**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and is prepared in connection with the issue by REA Finance of up to £40,000,000 8.75 per cent sterling notes 2020, irrevocably and unconditionally guaranteed by R.E.A. Holdings plc ("**REAH**") and R.E.A. Services Limited ("**REA Services**").

The purpose of this supplement is to supplement the prospectus in respect of the results of the exchange offer and placing and an extension to the period for acceptance of the placing.

Terms defined in the prospectus have the same meaning when used in this supplement.

Each of REA Finance, REAH and REA Services accepts responsibility for the information contained in this supplement. To the best of the knowledge of each of REA Finance, REAH and REA Services (each of which has taken all reasonable care to ensure that such is the case), the information contained in this supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Result of the exchange offer and extension of the placing

On 27 August 2015, holders of the existing sterling notes approved the exchange offer and placing.

As at the deadline for acceptance of the exchange offer and placing, REA Finance had received acceptances in respect of the exchange offer from holders of existing sterling notes in an aggregate nominal amount of £26,216,000 and commitments for the placing from investors in an aggregate nominal amount of £336,000. As a result, on 3 September 2015, REA Finance will issue an initial tranche of new sterling notes in an aggregate nominal amount of £26,552,000 (the "**tranche 1 new sterling notes**") in settlement of the exchange offer and pursuant to the placing, as further described in the section of the prospectus entitled "*Proposed Issue*". The tranche 1 new sterling notes will be admitted to the Official List and to trading on the Regulated Market of the London Stock Exchange on 3 September 2015.

In addition, REA Finance and REAH have announced an extension to the placing (the "**extended placing**") until midday (BST) on 4 September 2015. New sterling notes issued pursuant to the extended placing will be issued as a second tranche of new sterling notes (the "**tranche 2 new sterling notes**"), in an aggregate nominal amount not exceeding £5,124,000, to be consolidated and form a single series with the tranche 1 new sterling notes. REA Finance will announce the results of the extended placing on or about 7 September 2015 and the tranche 2 new sterling notes are expected to be admitted to the Official List and to trading on the Regulated Market of the London Stock Exchange on or about 9 September 2015.

The aggregate nominal amount of tranche 2 new sterling notes to be issued pursuant to the extended placing will, when aggregated with the £336,000 in nominal amount of the tranche 1 new sterling notes already placed, not exceed the limit of £5,460,000 in nominal amount as stated in the prospectus and the aggregate nominal amount of existing sterling notes and new sterling notes on completion of the extended placing will not exceed £40,000,000.

A copy of this supplement has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm.

This supplement is supplemental to, and should be read and construed together with, the prospectus.

Save as disclosed in this supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the prospectus has arisen or been noted, as the case may be, since the publication of the prospectus.