

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 (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 by incorporating by reference the unaudited and consolidated financial statements of REAH for the six months ended 30 June 2015 (the "**2015 half yearly report**").

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.

REAH half yearly report for the six month period to 30 June 2015

On 26 August 2015, REAH published its 2015 half yearly report. A copy of the 2015 half yearly report has been filed with the Financial Conduct Authority and, by virtue of this supplement, the 2015 half yearly report is incorporated in, and forms part of, the prospectus.

Copies of documents incorporated by reference in the prospectus may be inspected during normal business hours at the London offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2HA and may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html and the website of the company at www.rea.co.uk.

Significant or Material Change

Save as disclosed in the Chairman's statement on pages 4 to 8 (inclusive) of the 2015 half yearly report and under the headings "*Risks and uncertainties*" and "*Going concern*" on page 9 of the 2015 half

yearly report relating to movements in the CPO price, there has been no significant change in the financial or trading position of REAH or the group since 30 June 2015 and there has been no material adverse change in the prospects of REAH or the group since 31 December 2014.

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.

26 August 2015