

SUPPLEMENT DATED 19 JUNE 2013 TO THE PROGRAMME MEMORANDUM DATED 22 APRIL 2013

SOLAR FUNDING I LIMITED

(incorporated with limited liability in the Cayman Islands)

SOLAR FUNDING II LIMITED

(incorporated with limited liability in Jersey)

US\$10,000,000,000

Secured Asset-Backed Medium Term Note Programme

This supplement (the "**Supplement**") is supplemental to, and must be read in conjunction with the programme memorandum dated 22 April 2013 (the "**Programme Memorandum**") prepared by Solar Funding I Limited (the "**First Issuer**") and Solar Funding II Limited (the "**Second Issuer**") and any other company which accedes to the Programme as an issuer (each an "**Additional Issuer**" and, together with the First Issuer and the Second Issuer and each in relation to the Notes issued by it, an "**Issuer**" and together, the "**Issuers**") with respect to its US\$10,000,000,000 Secured Asset-Backed Medium Term Note Programme (the "**Programme**") and constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). The Programme Memorandum constitutes a Base Prospectus for the purposes of the Prospectus Directive. Terms defined in the Programme Memorandum have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as the competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive. Such approval relates only to Notes issued under the Programme which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area.

The purpose of this Supplement is to (i) amend references in the Programme Memorandum to the programme documents as described in points (1) to (5) below; and (ii) update the description of the Second Issuer following the sale of the capital markets corporate administration business of the Jersey Corporate Administrator (State Street (Jersey) Limited) to Sanne Capital Markets Limited, as follows:

1. references in the Programme Memorandum to the Procedures Memorandum dated 22 April 2013 shall be deleted and replaced with "the Procedures Memorandum dated 12 June 2013";
2. references in the Programme Memorandum to the Agency Agreement dated 22 April 2013 shall be deleted and replaced with "the Agency Agreement dated 12 June 2013";
3. references in the Programme Memorandum to the Custody Agreement dated 22 April 2013 shall be deleted and replaced with "the Custody Agreement dated 12 June 2013";
4. references in the Programme Memorandum to the Dealer Agreement dated 22 April 2013 shall be deleted and replaced with "the Dealer Agreement dated 12 June 2013";

5. references in the Programme Memorandum to the Principal Trust Deed dated 22 April 2013 shall be deleted and replaced with "the Principal Trust Deed dated 12 June 2013";
6. references in the Programme Memorandum to the registered office of Solar Funding II Limited being at 22 Grenville Street, St. Helier, Jersey JE4 8PX shall be deleted and replaced with "13 Castle Street, St. Helier, Jersey JE4 5UT";
7. references in the Programme Memorandum to the business address of the directors of Solar Funding II Limited being at 50 La Colomberie, St. Helier, Jersey JE2 4QA. shall be deleted and replaced with "13 Castle Street, St. Helier, Jersey JE4 5UT";
8. references in the Programme Memorandum to the "**Jersey Corporate Administrator**" meaning Mourant & Co. Limited as administrator under the Corporate Administration Agreement or any successor administrator of the Second Issuer, shall be deleted and replaced with ""**Jersey Corporate Administrator**" means Sanne Corporate Services Limited (formerly known as State Street Capital Markets Services (Jersey) Limited) (as novated from State Street (Jersey) Limited (formerly known as Mourant & Co. Limited)) as administrator under the Corporate Administration Agreement or any successor administrator of the Second Issuer.";
9. the list of Directors of the Second Issuer contained in the section of the Programme Memorandum titled "Description of Solar Funding II Limited – Board of Management" shall be deleted and replaced with the following:

Name	Occupation
Lyndsey Pinnington	Company Director
Helen Clare Grant	Company Director
Stephanie Hopkins	Company Director
Chris Ruark	Company Director

10. the following new paragraph shall be added following the section of the Programme Memorandum titled "Description of Solar Funding II Limited - General":

"Sale and re-structuring of Jersey Corporate Administrator

With effect from 1 June 2013 State Street (Jersey) Limited sold its capital markets corporate administration business to Sanne Capital Markets Limited ("**Sanne**") (the "**Transfer**"). As part of the Transfer, a pre-sale reorganisation took place whereby State Street (Jersey) Limited transferred its rights and obligations under its client contracts to State Street Capital Markets Services (Jersey) Limited ("**State Street Capital Markets**"), a wholly owned subsidiary of Sanne. Upon completion of the Transfer, State Street (Jersey) Limited transferred the entire issued share capital of State Street Capital Markets and State Street Administration Services (Ireland) Limited (a wholly owned subsidiary of State Street (Jersey) Limited) to Sanne. Additionally, State Street Administration Services (UK) Limited and State Street (Guernsey) Limited transferred their respective rights and obligations under certain additional client contracts to Sanne with effect from 1 June 2013. As part of the Transfer, it is planned that the trusteeship of various trusts relating to the business, including the trust relating to the Second Issuer, will be transferred to a member of Sanne's group in due course."

In all other respects the Programme Memorandum shall remain the same and in full force and effect.

This Supplement (the “**Solar I Supplement**”), with the exception of the information contained at points 6 to 10 above, comprises a supplement in relation to the Solar I Programme Memorandum.

This Supplement (the “**Solar II Supplement**”) comprises a supplement in relation to the Solar II Programme Memorandum.

The First Issuer accepts responsibility for the information contained in the Solar I Supplement and to the best of the knowledge and belief of the First Issuer (having taken all reasonable care to ensure that such is the case) the information contained in the Solar I Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Second Issuer accepts responsibility for the information contained in the Solar II Supplement and to the best of the knowledge and belief of the Second Issuer (having taken all reasonable care to ensure that such is the case) the information contained in the Solar II Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement no other significant new factor, material mistake or inaccuracy relating to information included in the Programme Memorandum has arisen or been noted since the publication of the Programme Memorandum.