

Supplement dated 12 September 2014 to the Base Prospectus dated 17 December 2013

## **Arcade Finance p.l.c.**

*(incorporated as a public limited company in Ireland with registered number 435310)*

**€40,000,000,000 Programme for the issue of Notes**

This supplement (the “**Supplement**”) is supplemental to, forms part of, and should be read in conjunction with, the base prospectus dated 17 December 2013 (the “**Base Prospectus**”) issued for the purposes of giving information with regard to the issue of notes (“**Notes**”) of Arcade Finance p.l.c. (the “**Issuer**”) under the €40,000,000,000 Programme for the issue of Notes of the Issuer (the “**Programme**”) described in the Base Prospectus.

This Supplement is issued in accordance with Article 16 of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) as implemented in Ireland by the Prospectus (Directive 2003/71/EC) Regulations 2005, as amended, and constitutes a supplement to the Base Prospectus for the purposes of the Prospectus Directive. This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”) as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in, or incorporated by reference in, this Supplement, is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in, or incorporated by reference in, this Supplement and (b) any statement in, or incorporated by reference in, the Base Prospectus, the statement in (a) above will prevail.

Words and expressions defined in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

Save as set out below, there has been no other significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

### **Purpose of this Supplement – Changes to section of Base Prospectus entitled “Subscription and Sale.”**

The first paragraph of the sub-section entitled “United States” contained in the section of the Base Prospectus entitled “Subscription and Sale” shall be amended by the insertion of the following words at the end of that paragraph:

“The Notes may not be directly or indirectly offered or sold, transferred, delivered to or for the benefit of a person if such transaction will establish for the Issuer a “US Reportable Account” as this term is defined in the US legislation known as FATCA (Foreign Account Tax Compliance Act).”