



CRH Finance Limited

(incorporated with limited liability in Ireland with registered number 50074)

CRH Finance (U.K.) plc

(incorporated with limited liability in England and Wales with registered number 2153217)

CRH Finance B.V.

(incorporated with limited liability in The Netherlands with registered number 27305565)

€5,000,000,000

**Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by**

CRH plc

(incorporated with limited liability in Ireland with registered number 12965)

This Supplement (the **Supplement**) is a supplement to the Base Prospectus (the **Base Prospectus**) dated 29 June 2012 which comprises a base prospectus for each of CRH Finance Limited (**CRH Finance**), CRH Finance (U.K.) plc (**CRH Finance UK**) and CRH Finance B.V. (**CRH Finance BV**) (each an **Issuer** and together, the **Issuers**) for the purposes of Article 5.4 of Directive 2003/71/EC (the **Prospectus Directive**). To the extent that the Base Prospectus is inconsistent with this Supplement, this Supplement shall prevail.

This Supplement constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and should be read in conjunction with the Base Prospectus.

This Supplement is prepared in connection with the €5,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by CRH Finance, CRH Finance UK and CRH Finance BV and guaranteed by CRH plc (**CRH plc**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The 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.

CRH Finance accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance UK or CRH Finance BV. To the best of the

knowledge of CRH Finance (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Finance UK accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance or CRH Finance BV. To the best of the knowledge of CRH Finance UK (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Finance BV accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance or CRH Finance UK. To the best of the knowledge of CRH Finance BV (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH plc accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CRH plc (having 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.

On 26 February 2013 CRH plc published its 2012 full year results (the **2012 Results**). A copy of the 2012 Results has been filed with the Central Bank of Ireland and the Irish Stock Exchange and, by virtue of this Supplement, the 2012 Results are incorporated in, and form part of, the Base Prospectus. Copies of the 2012 Results can be obtained from the registered office of each of the Issuers, by downloading an electronic copy from the CRH plc website (<http://www.crh.com/docs/press-releases-2013/crh-2012-full-year-results-report.pdf?sfvrsn=2>) and from the specified office of the Agent for the time being in London and, in respect of the Swiss Notes to be listed on the SIX Swiss Exchange, from the specified office of the Principal Swiss Paying Agent. This Supplement will also be published on the Central Bank's website (www.centralbank.ie). The websites of CRH plc or Central Bank do not form any part of the contents of this Base Prospectus.

The following text shall be included at the end of the section entitled "Description of CRH plc" in the Base Prospectus:

Recent Developments

On 26 February 2013 CRH plc announced that Myles Lee, Group Chief Executive, had confirmed to the Board his intention to retire from CRH plc at the end of 2013 having reached the age of 60, and following completion of a five year term as Chief Executive and ten years as an Executive Director of CRH plc.

On 26 February 2013 CRH plc announced that on 25 February 2013 it and Cementos Portland Valderrivas SA (**CPV**) reached an agreement (the **Asset Swap Agreement**), effective immediately. Under the Asset Swap Agreement CRH plc transferred its 26 per cent. stake in Corporacion Uniland SA to CPV in consideration of the transfer by CPV of its 99 per cent. stake in Cementos Lemona SA to CRH plc. Cementos Lemona is an integrated cement, ready-mix concrete and aggregates business located close to Bilbao, in the Basque region of Northern Spain. Furthermore, pursuant to the Asset Swap Agreement CRH plc acquired Southern Cement Limited, a cement importation business, based in Ipswich, England. Finally, as part of the transaction CRH plc and CPV terminated all legal disputes with each other.

The paragraph under the section entitled “General Information – Significant or Material Adverse Change” in the Base Prospectus shall be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial or trading position of CRH plc since 31 December 2012. There has been no significant change in the financial or trading position of the Issuers since 31 December 2012 and there has been no material adverse change in the prospects of the Group since 31 December 2011.”

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