

**SUPPLEMENT DATED 5 NOVEMBER 2014 TO THE PROSPECTUS DATED 10 SEPTEMBER 2014
AND AS SUPPLEMENTED ON 16 OCTOBER 2014**

ARGENTUM CAPITAL S.A.

(a public limited liability company (société anonyme) incorporated under the laws of Luxembourg, having its registered office at 51 Avenue J.-F. Kennedy, L-1855 Luxembourg and registered with the RCS under number B.182.715) (the “Company”)

acting in respect of Compartment GAP+ 2000 – 2001 October 2014

**Issue of
Series 2014-52**

**Class A up to SEK 200,000,000 Secured Credit-Linked and Equity-Linked Notes due 2020
(the “Class A Notes”)**

**Class B up to SEK 200,000,000 Secured Credit-Linked and Equity-Linked Notes due 2020
(the “Class B Notes”)**

This supplement (the “**Supplement**”) supplements the Prospectus dated 10 September 2014 and as supplemented on 16 October 2014 (the “**Prospectus**”). This Supplement constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the “**Prospectus Directive**”).

This Supplement is prepared in connection with the Class A Notes and Class B Notes.

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with the Prospectus. 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. Application has also been made to the Central Bank to provide the competent authority in Sweden with a certificate of approval of this Supplement under Article 18 of the Prospectus Directive. This Supplement is available on the Irish Stock Exchange's website (www.ise.ie).

Investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, exercisable within two working days after the publication of this Supplement (i.e. until 7 November 2014) to withdraw their acceptances.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuer (who 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.

With effect from the date of this Supplement, the Prospectus shall be amended and supplemented in the manner described in this Supplement and each reference in the Prospectus to “Prospectus” shall be read and construed as a reference to the Prospectus as amended and supplemented by this Supplement.

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

The delivery of this Supplement does not imply that the information contained herein is correct at any subsequent date to the date hereof and does not constitute a representation, warranty, or undertaking by the Dealer, the Issuer or any of their respective affiliates that this information shall be updated at any time after the date of this Supplement.

The purpose of this Supplement is to notify investors that (a) the Participation applicable to the relevant Class of Notes (i.e. a factor used in the determination of any Swap Counterparty Equity Final Exchange Amount in respect of the Equity Swap Transaction relating to such Class and any Additional Payout Amount in respect of such Class) is higher and falls outside of the range specified in the Prospectus and (b) the Prospectus is amended by the provisions set out herein. In all other respects, the terms and conditions of the Notes shall remain in full force and effect.

Save as disclosed in this Supplement there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus.

AMENDMENTS

- (A) The definition of “**Participation**” on page 137 of the Prospectus shall be deleted in its entirety and replaced with the following:

“**Participation**” means:

- (a) in respect of the Class A Equity Swap Transaction, 169.50%; and
- (b) in respect of the Class B Equity Swap Transaction, 133.50%.

- (B) The ISIN Codes and Common Codes on page 98 of the Prospectus shall be deleted in their entirety and replaced with the following:

ISIN Code: In respect of the Class A Notes: XS1106311464

In respect of the Class B Notes: XS1106311381

Common Code: In respect of the Class A Notes: 110631146

In respect of the Class B Notes: 110631138