

**SUPPLEMENT DATED 17 NOVEMBER 2017
TO THE BASE PROSPECTUS DATED 27 JUNE 2017**



BAZALGETTE FINANCE PLC

(a public limited company incorporated in England and Wales with registered no. 9698014)

£10,000,000,000

Multicurrency Programme for the Issuance of Bonds

Bazalgette Finance plc (the "**Issuer**") issued a prospectus dated 27 June 2017 (as supplemented by the first supplement to such prospectus dated 13 November 2017 (the "**First Supplement**")) (such prospectus as supplemented, the "**Base Prospectus**") which is a base prospectus for the purpose 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 (the "**Second Supplement**") constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the "**FSMA**") and is prepared in connection with the Multicurrency Programme for the Issuance of Bonds of the Issuer.

Terms defined in the Base Prospectus have the same meaning when used in this Second Supplement unless otherwise defined herein. This Second Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

This Second Supplement has been approved by the Financial Conduct Authority in its capacity as competent authority (the "**UK Listing Authority**") under the FSMA for the purposes of the Prospectus Directive and relevant implementing measures in the United Kingdom, as a prospectus supplement issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

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

None of the Dealers, the Bond Trustee, the Issuer Security Trustee, the Obligor Security Trustee, any of the Hedge Counterparties, the Original Initial RCF Finance Parties, the Agents, the Liquidity Facility Providers or the Account Banks makes any representation, express or implied, or accepts any responsibility, for the contents of this Second Supplement.

Recent Development and Purpose of Second Supplement

On 16 November 2017, Holdco's unaudited condensed consolidated interim financial statements for the six months ended 30 September 2017 (the "**Holdco September 2017 Unaudited Half Year Financial Statements**") were published. The purpose of this Second Supplement is to incorporate by reference the Holdco September 2017 Unaudited Half Year Financial Statements, and to make certain consequential amendments to the Base Prospectus.

Documents incorporated by reference

The following document, which has previously been published and has been filed with the Financial Conduct Authority, shall be incorporated in, and form part of, the Base Prospectus:

- (i) the unaudited condensed consolidated interim financial statements of Bazalgette Holdings Limited for the six months ended 30 September 2017 (which appear on pages 15 to 24 of Bazalgette Holdings Limited's Interim Report and Financial Statements for the six months ended 30 September 2017).

Any documents themselves incorporated by reference in the documents incorporated by reference in the Base Prospectus shall not form part of the Base Prospectus.

Any information contained in the document specified above which is not expressly incorporated by reference in the Base Prospectus does not form part of the Base Prospectus and is either not relevant to investors or is covered elsewhere in the Base Prospectus. Any information contained in any website referred to in the document specified above does not form part of the Base Prospectus.

Copies of the documents incorporated by reference in the Base Prospectus can be obtained (without charge) from the registered office of the Issuer and from the website of the Regulatory News Service operated by the London Stock Exchange and may be viewed electronically at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Listing and General Information – Significant or Material Change

The second paragraph under the caption "Listing and General Information - Significant or Material Change" on page 296 of the Base Prospectus shall be deleted and replaced with the following:

"There has been no significant change in the financial or trading position of the Issuer or the Company since 31 March 2017. There has been no significant change in the financial or trading position of Holdco or the Holdco Group since 30 September 2017."

Listing and General Information – Documents Available

The following shall be added as a new sub-paragraph under the caption "Documents Available" on pages 296 and 297 of the Base Prospectus:

- "(i) the Holdco September 2017 Unaudited Half Year Financial Statements."

General Information

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

Save as disclosed in this Second Supplement and any supplement to the Base Prospectus previously issued, there has been no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

This Second Supplement will be published on the website of the London Stock Exchange and may be viewed electronically at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The date of this Second Supplement is 17 November 2017.