

BASE PROSPECTUS SUPPLEMENT

BROKERCREDITSERVICE STRUCTURED PRODUCTS PLC

*(incorporated in Cyprus)
(as Issuer)*

EUR 10,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME

BrokerCreditService Structured Products plc (formerly known as Gawling Company Limited) (the "**Issuer**") has prepared this base prospectus supplement (the "**Prospectus Supplement**") to be supplemental to, form part of and be read and construed in conjunction with the base prospectus dated 26 March 2015 (the "**Base Prospectus**") published in relation to the Issuer's EUR 10,000,000,000 euro medium term note programme (the "**Programme**").

This Prospectus Supplement has been approved by the Central Bank of Ireland which is the Irish competent authority for the purpose of Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and relevant implementing measures in Ireland, as a base prospectus supplement issued in compliance with Article 16.1 of the Prospectus Directive and relevant implementing measures in Ireland. The Central Bank only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. Such approval relates only to securities 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.

Unless otherwise defined herein, terms defined in the Base Prospectus shall have the same meaning when used in this Prospectus Supplement.

The purpose of this Prospectus Supplement is to disclose the Issuer's conversion from a private to a public company and other matters, including:

- (a) the name of the Issuer;
- (b) the description of the Issuer's share capital;
- (c) the number of shareholders; and
- (d) the number and details of the directors.

The Issuer confirms the following:

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

The Issuer accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document 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 this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

The Base Prospectus is available on the website of the Irish Stock Exchange at: http://www.ise.ie/debt_documents/Base%20Prospectus_c5753578-0f80-4135-8bc0-cf60eceb0235.PDF?v=1552015

This Prospectus Supplement is available for viewing, and copies may be obtained from, the offices of the Fiscal Agent. This Prospectus Supplement is also available on the website of the Irish Stock Exchange at: <http://www.ise.ie>

23 June 2015

BROKERCREDITSERVICE STRUCTURED PRODUCTS PLC

AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below:

1. References to "Gawling Company Limited" and to "Gawling" shall be replaced with the words "BrokerCreditService Structured Products plc". The definition of "the Issuer" shall be read in accordance with this supplement.
2. The information relating to the Issuer at Element B.1 of the Summary (set out on page 3 of the Base Prospectus) shall be replaced with the following:

B.1	Legal and commercial name of the Issuer:	Notes may be issued under the Programme by BrokerCreditService Structured Products plc (the " Issuer ").
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3. The information relating to the Issuer at Element B.2 of the Summary (set out on page 3 of the Base Prospectus) shall be replaced with the following:

B.2	Domicile and legal form of the Issuer:	<p>The Issuer was incorporated in the Republic of Cyprus as a limited liability company under the Cyprus Companies Law, Cap. 113, having its registered office at 116 Gladstonos Street, M. Kyprianou Tower, 3rd-4th floors, 3032, Limassol, Cyprus.</p> <p>The Issuer was converted to a public limited company under section 31 of the Cyprus Companies Law on 14 May 2015.</p>
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4. The information relating to the Issuer at Element B.5 of the Summary (set out on page 3 of the Base Prospectus) shall be replaced with the following:

B.5	The Group	<p>The Issuer acts as an investment and financing company.</p> <p>The Issuer is a subsidiary of BCS Holding International Limited. BCS Holding International Limited, together with its consolidated subsidiaries is, the "Group".</p> <p>The other subsidiaries of BCS Holding International Limited are Sibirskie Investitsii Ltd, Broker Credit Service Ltd and BSC – Investment Bank JSC.</p> <p>Oleg Mikhasenko is the ultimate beneficial owner of the Group.</p> <p>BCS Holding International Limited is incorporated and domiciled in the British Virgin Islands as a holding company.</p> <p>The Issuer is a trading company and acts as the Group's operational company in Cyprus.</p> <p>As of the date hereof, the Issuer has four subsidiaries. These subsidiaries are Routa Luxury Services Ltd., Flamel Global Limited, Seldthorn Private Equity Limited and Botimelo Group Ltd.</p> <p>Each of the Issuer's Subsidiaries is established to carry on any trade or activity whatsoever related to, connected with or involving shares, stock, debentures, debenture stock, bonds, notes, obligations, warrants, options, derivatives, commodities and any other instruments related to</p>
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	equity, debt or commodities of all kinds (except for investment activity that requires authorisation and/or a licence).
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5. The information relating to the Issuer at Element B.16 of the Summary (set out on page 5 of the Base Prospectus) shall be replaced with the following:

B.16	Controlling persons:	<p>The majority of the issued share capital of the Issuer is owned by BCS Holding International Limited of Drake Chambers, Road Town, 3321 Tortola, British Virgin Islands, holding 99.96% of the issued shares.</p> <p>The ultimate shareholder owning and controlling the Issuer is Oleg Mikhasenko, who is also the sole ultimate beneficial owner of the Group.</p>
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6. Condition 6(a)(ii)(B)(2) under the heading of 'Redemption and Purchase' in the 'Terms and Conditions of the Notes' (on page 113 of the Base Prospectus) shall be replaced with the following:

"(2) where the Notes may be redeemed only on an Interest Payment Date, 60 days (or such other period as may be specified in the relevant final terms) prior to the Interest Payment Date occurring immediately before the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Fiscal Agent a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred. Upon the expiry of any such notice as is referred to in this Condition the Issuer shall be bound to redeem the Notes in accordance with this Condition 6(b)."

7. The sentence under the heading of 'Capital Structure' in the 'Description of the Issuer' (on page 521 of the Base Prospectus) shall be replaced with the following:

"The Issuer has share capital of fully paid 15,000 ordinary shares, each with a par value of EUR 1.71."

8. The three paragraphs under the heading of 'History and Registered Office' in the 'Description of the Issuer' (on page 520 of the Base Prospectus) shall be replaced with the following:

"The Issuer's legal and commercial name is BrokerCreditService Structured Products plc.

The Issuer was incorporated in the Republic of Cyprus on 18 March 2005 for an unlimited duration and is registered with the Registrar of Companies of the Department of Registrar of Companies and Official Receiver of the Republic of Cyprus with registered number HE 158664.

The Issuer was incorporated as a limited liability company under the Cyprus Companies Law, Cap. 113.

The Issuer was subsequently converted to a public limited company on 14 May 2015 under section 31 of the Cyprus Companies Law, Cap. 113.

The Issuer's registered office is at 116 Gladstonos, M. Kyprianou Tower, 3rd-4th Floors, 3032, Limassol, Cyprus and the telephone number of its office is +357 25 822 734."

9. The heading and the two paragraphs under the heading of 'Management of Gawling Company Limited' in the 'Description of the Issuer' (on page 520 of the Base Prospectus) shall be replaced with the following:

"Management of BrokerCreditService Structured Products plc

The directors of the Issuer are as follows:

Dimitra Karkalli of Kallipoleos, 2A, Agia Fyla, Limassol, Cyprus who has no principal activities performed outside of her directorship of the Issuer; and

Lambros Soteriou of Antisthenous, 10A, 3086, Limassol, Cyprus.

There are no conflicts of interest between the duties of Dimitra Karkalli or Lambros Soteriou to the Issuer and their private interests or other duties.

The secretary of the Issuer is as follows:

M. Kyprianou Fiduciaries (Cyprus) Limited of Stasinou & Agias Elenis, 2, STASINOS BUILDING, 6th floor 1060, Nicosia, Cyprus.

There are no conflicts of interest between the duties of M. Kyprianou Fiduciaries (Cyprus) Limited to the Issuer and their private interests or other duties."

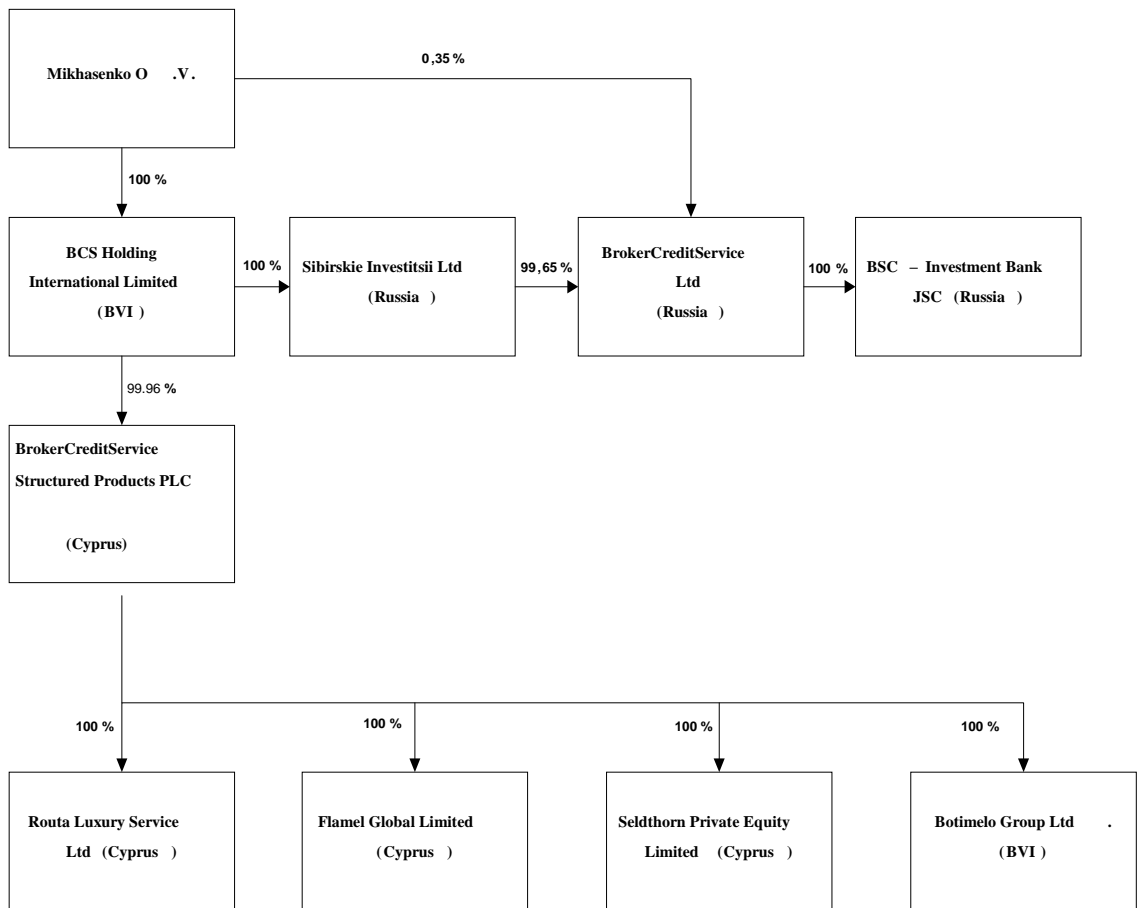
10. The first paragraph under the heading of 'Organisational Structure' in the 'Description of the Issuer' (on page 520 of the Base Prospectus) shall be replaced with the following:

"The Issuer is a subsidiary of BCS Holding International Limited, which holds 99.96% of the issued shares of the Issuer. BCS Holding International Limited is incorporated and domiciled in the British Virgin Islands as a holding company."

11. The first paragraph under the heading of 'Major Shareholders' in the 'Description of the Issuer' (on page 521 of the Base Prospectus) shall be replaced with the following:

"The majority of the issued share capital of the Issuer is owned by BCS Holding International Limited of Drake Chambers Road Town, 3321 Tortola, British Virgin Islands, holding 99.96% of the issued shares."

12. The chart under the heading of 'Major Shareholders' in the 'Description of the Issuer' (on page 522 of the Base Prospectus) shall be replaced with the following:



REGISTERED OFFICE OF THE ISSUER

116 Gladstonos Street
M. Kyprianou Tower,
3rd-4th Floors,
3032 Limassol
Cyprus

ARRANGER

BCS Prime Brokerage Limited
Level 36a, Tower 42
25 Old Broad Street
London
EC2N 1HQ
United Kingdom

DEALER

BrokerCreditService (Cyprus) Limited
Suite 2, 2nd Floor
Geopyxis Centre 168
Makarios III Avenue
Limassol
Cyprus 3027

FISCAL AGENT AND PAYING AGENT

Deutsche Bank AG, London Branch
Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

REGISTRAR

Deutsche Bank Luxembourg S.A.
2, Boulevard Konrad Adenauer
L-1115 Luxembourg

LEGAL ADVISERS

To the Dealer as to English law

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ
United Kingdom

AUDITORS TO THE ISSUER

Yiallourides & Partners Ltd
16 Spyrou Kyprianou Str.
Divine Clock Tower
1st Floor
Office 101
3070 Limassol
Cyprus

LISTING AGENT

Arthur Cox Listing Services Limited
Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland