

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 (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 4 July 2019 as supplemented by the supplements to the base prospectus dated 2 October 2019 and 25 October 2019 (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 comprises a supplement in accordance with Article 16 of Directive 2003/71/EC. This Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Directive 2003/71/EC. The Central Bank of Ireland only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to Directive 2003/71/EC.

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

The Issuer confirms the following:

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 Prospectus Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

No non-exempt offers of Notes to the public made by the Issuer pursuant to the Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of this Prospectus Supplement.

The Base Prospectus is available on the website of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") at: https://www.ise.ie/debt_documents/Base%20Prospectus_646c6375-7482-400e-89fd-398262404cb2.PDF and https://www.ise.ie/debt_documents/Supplements_a8d2e58a-3f4f-42e0-994c-2387d6defa23.PDF and https://www.ise.ie/debt_documents/Supplements_6d8c291a-e1a0-4737-96d1-17e3f718fbd5.PDF.

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 Euronext Dublin at: <http://www.ise.ie>

As of 7 January 2020

BROKERCREDITSERVICE STRUCTURED PRODUCTS PLC

AMENDMENTS TO THE BASE PROSPECTUS

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

- (i) The text of the 'Information Incorporated by Reference' section of the Base Prospectus on pp. 89-90 of the Base Prospectus shall be deleted in its entirety and replaced with the following:

"This Base Prospectus should be read and construed in conjunction with the below listed documents:

- (a) the revised audited and consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer as at and for the year ended 2017 (set out on pages 9 to 66 of such report);
- (b) the revised audited and consolidated financial statements (including the auditors' report thereon and notes thereto) of the Issuer as at and for the year ended 2018 (set out on pages 10 to 91 of such report);
- (c) the terms and conditions set out on pages 89 to 351 of the Base Prospectus dated 26 March 2015 relating to the Programme under the heading "Terms and Conditions of the Notes" (the "**2015 Conditions**") and the 2015 Conditions as amended by the supplement to that Base Prospectus dated 23 June 2015 (the "**Supplemented 2015 Conditions**");
- (d) the terms and conditions set out on pages 88 to 350 of the Base Prospectus dated 19 May 2016 relating to the Programme under the heading "Terms and Conditions of the Notes" (the "**2016 Conditions**") and the 2016 Conditions as amended by the supplement to that Base Prospectus dated as of 14 December 2016 (the "**Supplemented 2016 Conditions**");
- (e) the terms and conditions set out on pages 94 to 356 of the Base Prospectus dated 16 June 2017 relating to the Programme under the heading "Terms and Conditions of the Notes" (the "**2017 Conditions**") and the 2017 Conditions as amended by the supplement to that Base Prospectus dated as of 29 January 2018 (the "**First Supplemented 2017 Conditions**") and as further amended by the supplement to that Base Prospectus dated as of 15 May 2018 (the "**Second Supplemented 2017 Conditions**"); and
- (f) the terms and conditions set out on pages 90 to 361 of the Base Prospectus dated 2 July 2018 relating to the Programme under the heading "Terms and Conditions of the Notes" (the "**2018 Conditions**") and the 2018 Conditions as amended by the supplement to that Base Prospectus dated 15 August 2018 (the "**First Supplemented 2018 Conditions**"),

save that any statement contained herein or in a document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that such statement is inconsistent with a statement contained in this Base Prospectus or any Supplement to this Base Prospectus.

Information contained in the documents incorporated by reference other than information listed above is for information purposes only.

The documents incorporated by reference have been published on Euronext Dublin's website and can be accessed as follows:

Revised audited and consolidated financial statements for the year ending 2017:

<https://direct.euronext.com/AnnouncementRNSDetails.aspx?id=14346892>

Revised audited and consolidated financial statements for the year ending 2018:

<https://direct.euronext.com/AnnouncementRNSDetails.aspx?id=14346891>

2015 Conditions:

http://www.ise.ie/debt_documents/Base%20Prospectus_c5753578-0f80-4135-8bc0-cf60eceb0235.PDF?v=132016 Base Prospectus Supplement:

Supplemented 2015 Conditions:

http://www.ise.ie/debt_documents/Supplements_19cba03f-c9e4-420b-adb3-74c493f0b3c0.PDF?v=132016

2016 Conditions:

http://www.ise.ie/debt_documents/Base%20Prospectus_4f36e29e-c1fa-48e6-9a59-6dbd9fda1987.PDF

Supplemented 2016 Conditions:

http://www.ise.ie/debt_documents/Supplements_75b08b0e-51a6-472b-a321-59d4620fe0cd.PDF

2017 Conditions:

http://www.ise.ie/debt_documents/Base%20Prospectus_10a93636-f896-4c93-9c7e-84c60d677a35.PDF

First Supplemented 2017 Conditions:

http://www.ise.ie/debt_documents/Final%20Supplement_b3371ca7-3da9-40cc-b037-608b5568630f.PDF

Second Supplemented 2017 Conditions:

http://www.ise.ie/debt_documents/Final%20Supplement%2015.05.18_e3816af7-b06a-4a03-ae7a-d49128b6c212.PDF

2018 Conditions:

http://www.ise.ie/debt_documents/Base%20Prospectus_00ab665d-ed6b-443d-8f2c-240b7fd05308.PDF

First Supplemented 2018 Conditions:

https://www.ise.ie/debt_documents/Supplements_7a800353-9e02-4a75-9e2b-c819ca842c7e.PDF

Copies of the documents specified above as containing information incorporated by reference in this Base Prospectus may be inspected, free of charge, at Agia Zoni, 12, Agia Zoni Center, Flat/Office 103, 3027, Limassol, Cyprus. Any information contained in any of the documents specified above which is not incorporated by reference in this Base Prospectus is either not relevant to investors or is covered elsewhere in this Base Prospectus.

Following the publication of this Base Prospectus a supplement may be prepared by the Issuer and approved by the Central Bank in accordance with Article 16 of the Prospectus Directive. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Base Prospectus.

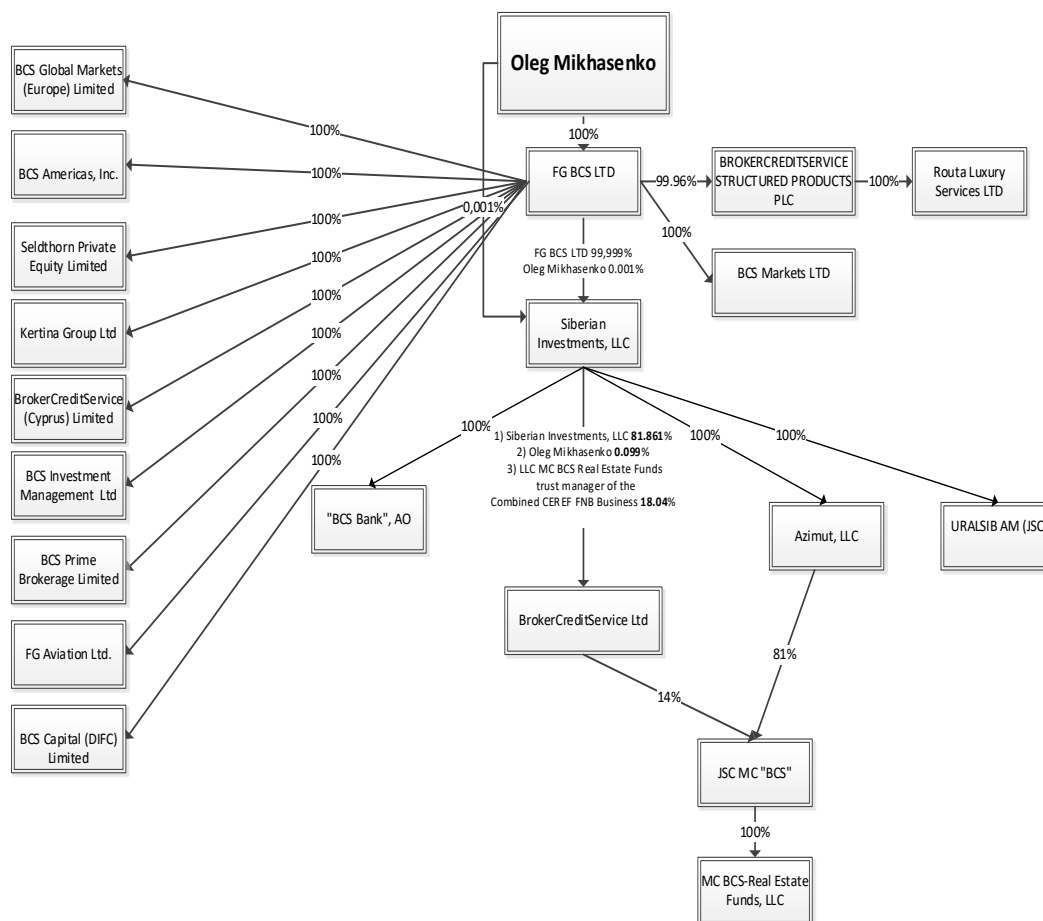
In relation to any issue of Notes, the applicable Final Terms or Drawdown Prospectus should be read in conjunction with this Base Prospectus."

- (ii) The following paragraph shall be added to the end of the paragraph entitled 'Auditors' on p. 553 of the Base Prospectus in the 'Description of the Issuer' section of the Base Prospectus:

"The audited and consolidated financial statements of the Issuer as at and for the years ended 2017 and 2018 were each revised and re-published on 12 December 2019. In each case, the principal purpose of the revision and re-publication was to bring the audit report into full compliance with the requirements of ISA700 (Revised), ISA701 and Article 10 of the EU audit regulation (Regulation (EU) No 537/2014). The balance sheet and income statement information set out in the audited and consolidated financial statements was in each case not changed."

- (iii) The paragraph entitled "Major Shareholders" on page 550 of the Base Prospectus in the section entitled "Description of the Issuer" shall be amended by the deletion of the final paragraph thereof and of the structure chart immediately below the final paragraph thereof and their replacement with the following:

The chart below shows a simplified version of the Group's structure and the Issuer's position within the Group as at 7 January 2020:



REGISTERED OFFICE OF THE ISSUER

Agia Zoni Street
12 AGIA ZONI CENTER
Flat/Office 103
3027 Limassol
Cyprus

ARRANGER

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

DEALER

BrokerCreditService (Cyprus) Limited
Spyrou Kyprianou & 1 Oktovriou, 1
VASHIOTIS KALANDE OFFICES, 2nd floor
Mesa Geitonia, 4004 Limassol, Cyprus

FISCAL AGENT AND PAYING AGENT

Citibank, N.A., London Branch
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

REGISTRAR AND TRANSFER AGENT

Citigroup Global Markets Europe AG
Reuterweg 16
Frankfurt 60323
Germany

LEGAL ADVISERS

To the Issuer 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
Ten Earlsfort Terrace
Dublin 2
Ireland