

Supplement to the Base Prospectus dated 18 October 2016

LONDON CAPITAL AND FINANCE PLC

A public limited liability company registered under the laws of England and Wales with company registration number 08140312 and with registered office situated at The Old Coach House, Eridge Park, Eridge Green, Tunbridge Wells, Kent TN3 9JS

£100,000,000 SECURED BOND ISSUANCE PROGRAMME

This supplement dated 18th May 2017 (the “**Supplement**”) constitutes a supplement within the meaning and for the purposes of Directive 2003/71/EC of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading, and Listing Rule 2.26 of the Listing Rules for Wholesale Securities Markets.

This Supplement is supplemental to, and should be read in conjunction with, the base prospectus dated 18 October 2016 (the “**Base Prospectus**”) prepared by London Capital and Finance Plc (the “**Issuer**”) in connection with the £100,000,000 Secured Bond Issuance Programme (the “**Programme**”). Defined words and phrases used in the Base Prospectus shall have the same meanings when used in this Supplement.

The Listing Authority approved the Base Prospectus and authorised the admissibility to listing of the Programme on the Wholesale Securities Market on 18 October 2016.

This Supplement has also been approved by the Listing Authority and will be published in electronic form on the website of the Listing Authority (www.mfsa.com.mt) and on the website of the Issuer (www.londoncapitalandfinance.co.uk). This Supplement is also available in printed form and free of charge from the registered office of the Issuer.

As at the date of this Supplement, no Bonds have been issued pursuant to the Programme, and no Investors have agreed to purchase or subscribe for Bonds.

The purpose of this Supplement is to amend certain information contained in the Base Prospectus pursuant to the appointment of Euroclear UK and Ireland Limited (formerly known as CREST Co Limited) as CSD instead of the central securities depository of the MSE, as further set out and described in Schedule 1. To the extent that there is any inconsistency between this Supplement and the Base Prospectus, the provisions of this Supplement will prevail.

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.

All of the Directors of the Issuer whose names appear under the heading “Board of Directors and Board Committees” in section 6 of the Base Prospectus having taken all reasonable care to ensure that such is the case, the information contained in the Supplement is in accordance with the facts and contains no omission likely to affect its import.

1 HOLDING OF BONDS IN CREST AND CHANGE OF CSD

The Base Prospectus provides that the CSD (as referred to in section 10 of the Base Prospectus and defined in section 11 of the Base Prospectus) will be the central securities depository of the MSE established pursuant to article 24 of the Financial Markets Act (Cap. 345, laws of Malta), and situated at Garrison Chapel, Castille Place, Valletta VLT 1063.

The Issuer has determined that the CSD shall now instead be Euroclear UK and Ireland Limited (formerly known as CREST Co Limited) and the definition of CSD in section 11 of the Base Prospectus shall be deleted in its entirety and replaced with the following definition:

“**CSD**”

Euroclear UK and Ireland Limited (formerly known as CREST Co Limited);”