

Grafton Group Finance plc

This supplement (the **Supplement**) to the prospectus dated 24 June 2013 (the **Prospectus**) constitutes a supplementary prospectus for the purpose of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and it has been prepared in connection with the Sterling denominated 5.5 per cent Guaranteed Bonds due 2020 (the **Bonds**) of Grafton Group Finance plc (the **Issuer**) guaranteed by Grafton Group plc (the **Parent Guarantor**) and certain subsidiaries of the Parent Guarantor. Terms defined in the Prospectus have the same meaning when used in this Supplement.

Each of the Issuer and the Parent Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Parent Guarantor (having 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. This Supplement is supplemental to, and should be read in conjunction with, the Prospectus.

The purpose of this Supplement is to provide notification that Prudential Trustee Company Limited will act as Trustee for the Bondholders instead of BNYM Corporate Trustee Services Limited.

Change in Trustee

Prudential Trustee Company Limited will be acting as Trustee for the Bondholders. The Trustee for the Bondholders will not be BNYM Corporate Trustee Services Limited.

All references in the Prospectus to BNYM Corporate Trustee Services Limited or to BNYM Corporate Trustee Services Limited at One Canada Square, London E14 5AL, United Kingdom shall be replaced by references to Prudential Trustee Company Limited or to Prudential Trustee Company Limited at Laurence Pountney Hill, London EC4R 0HH, United Kingdom, respectively.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus dated 24 June 2013.

In accordance with Sections 87Q(4) – (6) of the FSMA, investors who have agreed to purchase or subscribe for the Bonds before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this

Supplement was published, to withdraw their acceptances, which right shall therefore expire at the close of business on 2 July 2013. Investors wishing to withdraw their acceptances should contact their brokers for details of how to exercise this right.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the **FCA**), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the **Prospectus Directive**) and relevant implementing measures in the United Kingdom, as a supplementary prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.