

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from an appropriately authorised stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (“FSMA”), or, if not, from another appropriately authorised independent financial adviser.

This document comprises a supplementary prospectus related to Non-Standard Finance plc (the “Company”) prepared in accordance with Rule 3.4 of the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of FSMA and approved by the FCA under section 87A of FSMA (this “Supplementary Prospectus”). This Supplementary Prospectus has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

**This Supplementary Prospectus is supplemental to, and must be read in conjunction with, the prospectus published by the Company on 7 December 2015 (the “Original Prospectus”).** Save as disclosed in this Supplementary Prospectus, no significant new factors, material mistakes or inaccuracies relating to the information contained in the Original Prospectus have arisen or been noted, as the case may be, since the publication of the Original Prospectus. You should read this Supplementary Prospectus and the Original Prospectus in their entirety, and in particular the section entitled “Risk Factors” in the Original Prospectus for a description of certain important factors, risks and uncertainties that may affect the Group’s business that should be taken into account when considering the matters referred to in this Supplementary Prospectus and the Original Prospectus. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Supplementary Prospectus and any statement in the Original Prospectus, the statements in or incorporated by reference in this Supplementary Prospectus will prevail.

Except where the context otherwise requires, terms defined in the Original Prospectus shall have the same meaning when used in this Supplementary Prospectus. Such defined terms can be found in the sections of the Original Prospectus entitled “Definitions”.

The distribution of this Supplementary Prospectus and/or the Original Prospectus in or into certain jurisdictions other than the United Kingdom may be restricted by law. Therefore, persons into whose possession this Supplementary Prospectus comes should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Supplementary Prospectus has been prepared to comply with the requirements of English law, the Listing Rules, the Prospectus Rules and the Rules of the London Stock Exchange and information disclosed may not be the same as that which would have been disclosed if this Supplementary Prospectus had been prepared in accordance with the laws of jurisdictions outside England.

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# **Non-Standard Finance plc**

*(incorporated as a public limited company in England and Wales with registered number 09122252)*

## **Supplementary Prospectus**

### **Acquisition of Everyday Loans from Secure Trust Bank PLC**

#### **Admission to the Official List of 317,049,682 Ordinary Shares of 5 pence each (by way of a Standard Listing under Chapter 14 of the Listing Rules) and to trading on the London Stock Exchange’s Main Market for listed securities**

#### **J.P. Morgan Cazenove**

*Global Co-ordinator, Bookrunner and Underwriter*

#### **Peel Hunt**

*Lead Manager*

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The Ordinary Shares have been admitted to the Official List of the U.K. Listing Authority (the “**Official List**”) (by way of a standard listing (“**Standard Listing**”)) and to trading on the Main Market for listed securities of the London Stock Exchange. As the Acquisition is classified as a reverse takeover under the Listing Rules, upon completion of the Acquisition the listing of all of the Company’s Ordinary Shares (save for the Consideration Shares, which will not be listed at such time) then in issue will be cancelled and applications will be made for the immediate admission of such Ordinary Shares and the Consideration Shares to a Standard Listing on the Official List and to trading on the Main Market for listed securities of the London Stock Exchange (together, “**Readmission**”).

No statement in this Supplementary Prospectus or incorporated by reference into this Supplementary Prospectus is intended as a profit forecast or profit estimate for any period and no statement in this Supplementary Prospectus or incorporated by reference into this Supplementary Prospectus should be interpreted to mean that the earnings or earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for the Company.

Investors should only rely on the information contained in the Original Prospectus and this Supplementary Prospectus and contained in any documents incorporated into the Original Prospectus and this Supplementary Prospectus by reference. No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus and any document incorporated by reference and, if given or made, such information or representation must not be relied upon as having been so authorised by the company, the Board, J.P. Morgan Cazenove or Peel Hunt. The Company will comply with its obligation to publish supplementary prospectuses containing further updated information required by law or by any regulatory authority but assumes no further obligation to publish additional information.

The Directors, whose names appear on page 70 of the Original Prospectus, and the Company accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect its import.

J.P. Morgan Securities plc is authorised in the United Kingdom by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority. J.P. Morgan Securities plc conducts its U.K. investment banking business as J.P. Morgan Cazenove (“**J.P. Morgan Cazenove**”). J.P. Morgan Cazenove is acting exclusively for the Company and no one else in connection with the Capital Raising and Readmission and accordingly will not be responsible to anyone other than the Company in providing the protections afforded to clients of J.P. Morgan Cazenove nor for providing advice in relation to the contents of this Supplementary Prospectus, the Capital Raising, Readmission or any transaction, arrangement or other matter referred to in this Supplementary Prospectus.

Peel Hunt LLP (“**Peel Hunt**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and no one else in connection with the Capital Raising and accordingly will not be responsible to anyone other than the Company in providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to the contents of this Supplementary Prospectus, the Capital Raising, Readmission or any transaction, arrangement or other matter referred to in this Supplementary Prospectus.

Without limiting the statutory rights of any person to whom this Supplementary Prospectus is issued, no liability whatsoever is accepted by J.P. Morgan Cazenove or Peel Hunt for the accuracy of any information or opinions contained in this Supplementary Prospectus or for any omission of information, for which the Company and the Directors are solely responsible. The information contained in this Supplementary Prospectus has been prepared solely for the purpose of Readmission and is not intended to be relied upon by any subsequent purchasers of Ordinary Shares (whether on or off exchange) and accordingly no duty of care is accepted in relation to them.

Apart from the liabilities and responsibilities, if any, which may be imposed on J.P. Morgan Cazenove or Peel Hunt by FSMA or the regulatory regime established thereunder, neither J.P. Morgan Cazenove nor Peel Hunt nor any person acting on their behalf makes any representations or warranties, express or implied, with respect to the completeness or accuracy of this Supplementary Prospectus nor does any such person authorise the contents of this Supplementary Prospectus. No such person accepts any responsibility whatsoever for the contents of this Supplementary Prospectus or for any other statement made or purported to be made by it or on its behalf in connection with the Company, the New Ordinary Shares, the Capital Raising, Admission or Readmission. J.P. Morgan Cazenove and Peel Hunt accordingly disclaim any and all liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this Supplementary Prospectus or any such statement.

None of J.P. Morgan Cazenove, Peel Hunt nor any person acting on their behalf accepts any responsibility or obligation to update, review or revise the information in this Supplementary Prospectus or to publish or distribute any information which comes to their attention after the date of this Supplementary Prospectus, and the distribution of this Supplementary Prospectus shall not constitute a representation by J.P. Morgan Cazenove or Peel Hunt or any such person that this Supplementary Prospectus will be updated, reviewed, revised or that any such information will be published or distributed after the date hereof.

Application will be made for the Ordinary Shares to be readmitted to a Standard Listing on the Official List. A Standard Listing affords investors in the Company a lower level of regulatory protection than that afforded to investors in companies with Premium Listings on the Official List, which are subject to additional obligations under the Listing Rules.

It should be noted that the U.K. Listing Authority will not have authority to (and will not) monitor the Company’s compliance with any of the Listing Rules and/or any provision of the Model Code which the Company has indicated herein that it intends to comply with on a voluntary basis, nor to impose sanctions in respect of any failure by the Company to so comply.

#### **Notice to U.S. prospective investors**

The New Ordinary Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States, except pursuant to applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There has not been, and will not be, any public offer of the New Ordinary Shares in the United States.

The New Ordinary Shares have been offered and sold: (i) outside the United States in an offshore transaction as such terms are defined in, and in reliance on, Regulation S under the Securities Act; and (ii) within the United States to certain persons in transactions exempt from the registration requirements of the Securities Act. Except for Permitted U.S. Purchasers (as defined herein), no person in the United States received Application Forms and/or purchased New Ordinary Shares.

Investors should be aware that it is unclear whether the Company will be classified as a passive foreign investment company for U.S. federal income tax purposes. Such classification could result in adverse tax consequences to U.S. Holders of Ordinary Shares. U.S. Holders are urged to read the section of the Original Prospectus entitled “Taxation – Certain U.S. federal income tax consequences” and consult with their own tax advisers regarding the U.S. federal income tax considerations of holding Ordinary Shares.

**Notice to Overseas Shareholders**

**NONE OF THE SECURITIES REFERRED TO IN THIS DOCUMENT SHALL BE SOLD, ISSUED OR TRANSFERRED IN ANY JURISDICTION IN CONTRAVENTION OF APPLICABLE LAW.**

All Overseas Shareholders and any person (including, without limitation, a nominee, custodian or trustee who has a contractual or other legal obligation to forward this Supplementary Prospectus, if and when received, or other document to a jurisdiction outside the U.K.), should read paragraph 8 of “Part IV – Terms and Conditions of the Capital Raising)” of the Original Prospectus.

2 March 2016

# PART I

## SUPPLEMENTARY INFORMATION TO THE ORIGINAL PROSPECTUS

### Events arising since publication of the Original Prospectus

This Supplementary Prospectus is a regulatory requirement under the Prospectus Rules following the publication of the Group's and the Company's preliminary results for the period from the Company's incorporation on 8 July 2014 to 31 December 2015 (the "**Preliminary Results**"). The Preliminary Results constitute a significant new factor relating to the information contained in the Original Prospectus and accordingly the Company has prepared and published this Supplementary Prospectus in accordance with Section 87G of the FSMA and the Prospectus Rules. This Supplementary Prospectus has been approved for publication by the Financial Conduct Authority.

### Preliminary results for the period from the Company's incorporation on 8 July 2014 to 31 December 2015

On 2 March 2016, the Company published the Preliminary Results. A copy of the Preliminary Results has been submitted to the National Storage Mechanism and, by virtue of this Supplementary Prospectus, the Preliminary Results are incorporated in, and form part of, the Original Prospectus.

These matters are supplemental to the financial information relating to the Group contained in Element B.7 (*Key Financial Information*) of the summary of the Original Prospectus. Element B.7 has been updated as set out below.

B.7	Selected historical key financial information	<p><b><i>Historical key financial information for the Group (audited)</i></b></p> <p>The selected audited financial information relating to the Group for the period from the Company’s incorporation on 8 July 2014 to 31 December 2015 set out below has been extracted, without material adjustment, from the Preliminary Results.</p> <p><b>Consolidated statement of comprehensive income for the period from incorporation (8 July 2014) to 31 December 2015</b></p> <table><tr><td></td><td><i>Period from incorporation to 31 December 2015 £’000</i></td></tr><tr><td><b>Revenue</b></td><td>9,201</td></tr><tr><td>Cost of sales</td><td>(3,858)</td></tr><tr><td>Administrative expenses</td><td>(15,370)</td></tr><tr><td><b>Adjusted operating loss</b></td><td>(10,027)</td></tr><tr><td>Exceptional costs</td><td>(6,135)</td></tr><tr><td>Net interest income and charges</td><td>70</td></tr><tr><td><b>Loss before tax</b></td><td>(16,092)</td></tr><tr><td>Tax</td><td>3,022</td></tr><tr><td><b>Profit/(loss) after tax</b></td><td><u>(13,070)</u></td></tr></table>		<i>Period from incorporation to 31 December 2015 £’000</i>	<b>Revenue</b>	9,201	Cost of sales	(3,858)	Administrative expenses	(15,370)	<b>Adjusted operating loss</b>	(10,027)	Exceptional costs	(6,135)	Net interest income and charges	70	<b>Loss before tax</b>	(16,092)	Tax	3,022	<b>Profit/(loss) after tax</b>	<u>(13,070)</u>
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<b>Consolidated statement of financial position</b>		
		<i>31 December</i>
		<i>2015</i>
		<i>£'000</i>
<b>ASSETS</b>		
<b>Non-current assets</b>		
Goodwill		40,176
Intangible assets		14,119
Property, plant and equipment		1,718
<b>Current assets</b>		
Inventories		3
Amounts receivable from customers		28,412
Trade and other receivables		10,275
Cash and cash equivalents		7,320
<b>Total assets</b>		<b>102,023</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities</b>		
Trade and other payables		13,803
Deferred tax liability		3,057
<b>Total liabilities</b>		<b>16,860</b>
<b>Equity attributable to owners of the parent</b>		
Share capital		5,264
Share premium		92,714
Retained loss		(13,070)
		84,908
Non-controlling interests		255
<b>Total equity</b>		<b>85,163</b>
<b>Total equity and liabilities</b>		<b>102,023</b>
<b>Consolidated statement of cash flows</b>		
		<i>Period from</i>
		<i>incorporation to</i>
		<i>31 December</i>
		<i>2015</i>
		<i>£'000</i>
<b>Net cash used in operating activities</b>		<b>(9,352)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment		(341)
Acquisition of subsidiary		(81,111)
<b>Net cash used in investing activities</b>		<b>(81,452)</b>
<b>Cash flows from financing activities</b>		
Interest received		70
Proceeds from issue of share capital		98,234
<b>Net cash from financing activities</b>		<b>98,304</b>
<b>Net increase in cash and cash equivalents</b>		<b>7,320</b>
Cash and cash equivalents at beginning of period		–
<b>Cash and cash equivalents at end of period</b>		<b>7,320</b>

### ***Historical financial information***

The Preliminary Results are incorporated by reference into this Supplementary Prospectus, and include the information specified in the tables below. Where this Supplementary Prospectus (including the Preliminary Results) makes reference to other documents, such other documents are not incorporated into and do not form part of this Supplementary Prospectus.

<i>Nature of Information</i>	<i>Preliminary results for the period from the Company's incorporation on 8 July 2014 to 31 December 2015 (Page No.)</i>
Consolidated statement of comprehensive income	10
Consolidated statement of financial position	10
Consolidated statement of changes in equity	11
Consolidated statement of cash flows	11
Notes to the Preliminary Results (incorporating summary of principal accounting policies)	13-19

## **PART II**

### **ADDITIONAL INFORMATION**

#### **1. Responsibility Statement**

The Directors, whose names appear on page 70 of the Original Prospectus, and the Company accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge of the Directors and the Company (who have each taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and contains no omission likely to affect its import.

#### **2. Documents available for inspection**

In addition to the documents set out in paragraph 24 of Part XIX of the Original Prospectus, copies of the following documents may be inspected at the registered office of the Company, 5th Floor, 6 Andrew Street, London, EC4A 3AE, United Kingdom, and at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY, United Kingdom during usual business hours on any day (except Saturdays, Sundays and public holidays) from the date of this Supplementary Prospectus until Readmission:

- (a) the Preliminary Results; and
- (b) this Supplementary Prospectus.

