



Supplementary Prospectus Dated 19 September 2019

Wm Morrison Supermarkets Plc
(incorporated with limited liability in the United Kingdom)
as Issuer

Safeway Limited
(incorporated with limited liability in the United Kingdom)
as Guarantor of Notes issued by Wm Morrison Supermarkets Plc

£3,000,000,000

Euro Medium Term Note Programme

This supplement (the "**Supplement**") to the base prospectus of Wm Morrison Supermarkets Plc (the "**Issuer**") and Safeway Limited (the "**Guarantor**") dated 24 May 2019, (the "**Base Prospectus**"), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000, as amended (the "**FSMA**") and is prepared in connection with the £3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by the Issuer and the Guarantor.

The purpose of this Supplement is to incorporate by reference the Issuer's Half Year Results Trading Statement (the "**Half Year Report**") including the Issuer's unaudited condensed consolidated financial statements in respect of the 26 weeks ended 4 August 2019 (the "**Financial Statements**") and to amend the 'Significant or Material Change' statement.

The Financial Statements

By virtue of this Supplement, page 1 and pages 3-52 of the Half Year Report including the Financial Statements (and the Notes to the Financial Statements, the Glossary and the Independent auditor's review report) shall be deemed to be incorporated into, and form part of, the Base Prospectus. Any parts of the Half Year Report which are not incorporated by reference into this Supplement are either not relevant for the investor or are covered elsewhere in the Base Prospectus. A copy of the Half Year Report has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/NSM.

Significant or Material Change Statement

The 'Significant or Material Change' statement of the Issuer on page 87 of the Base Prospectus is amended as follows:

"There has been no significant change in the financial or trading position of the Issuer or the Group since 4 August 2019 and there has been no material adverse change in the prospects of the Issuer since 3 February 2019."

Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read and construed together with, the Base Prospectus.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement and to the best of the knowledge of each of the Issuer and the Guarantor (which have 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.

To the extent that there is any inconsistency between any statement contained in this Supplement or in any information or in any of the documents incorporated by reference into, and forming part of, this Supplement and any other statement contained in the Base Prospectus or any information or any of the documents incorporated by reference into, and forming part of, the Base Prospectus, the statements contained in this Supplement or in any information or in any of the documents incorporated by reference into, and forming part of, this Supplement will prevail.

If documents which are incorporated by reference into this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purpose of the Prospectus Directive 2003/71/EC (as amended or superseded) except where such information or other documents are specifically incorporated by reference into this Supplement.

Save as disclosed in this Supplement or in any document incorporated by reference into, and forming part of, 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.

A copy of this Supplement has been filed with the National Storage Mechanism and will be available for inspection at www.morningstar.co.uk/uk/nsm.