

SUPPLEMENTARY OFFERING CIRCULAR DATED 4 OCTOBER 2021



PROVIDENT FINANCIAL PLC
(incorporated with limited liability in England and Wales)
£2,000,000,000 Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed in respect of Senior Notes issued hereunder by
DUNCTON GROUP LIMITED
MONEYBARN GROUP LIMITED
MONEYBARN NO.1 LIMITED
PROVIDENT FINANCIAL HOLDINGS LIMITED
(each incorporated with limited liability in England and Wales)

This supplement (the "**Supplementary Offering Circular**") to the offering circular dated 23 September 2021 relating to the £2,000,000,000 Euro Medium Term Note Programme established by Provident Financial plc (the "**Issuer**") (the "**Offering Circular**") which comprises a base prospectus for the purpose of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation. This Supplementary Offering Circular constitutes the first supplement to the Offering Circular.

Terms defined in the Offering Circular have the same meaning when used in this Supplementary Offering Circular.

This Supplementary Offering Circular is supplemental to, and should be read in conjunction with, the Offering Circular and the documents incorporated by reference therein.

This Supplementary Offering Circular has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Offering Circular as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the Guarantors nor as endorsement of the quality of any Notes that are the subject of the Offering Circular. With effect from the date of this Supplementary Offering Circular the information appearing in, or incorporated by reference into, the Offering Circular shall be supplemented in the manner described below.

Each of the Issuer and the Guarantors accepts responsibility for the information contained in this Supplementary Offering Circular and to the best of its knowledge such information is in accordance with the facts and makes no omission likely to affect its import.

Purpose of the Supplementary Offering Circular

The purpose of this Supplementary Offering Circular is to update the "*Description of the Notes*" section of the Offering Circular to include certain updates for U.S. tax purposes.

Description of the Notes

The "*Description of the Notes*" section commencing on page 41 of the Offering Circular shall be updated to delete the definition of "Exchange Event" and replace it with the following:

"Exchange Event" means (i) that an Event of Default (as defined in Condition 9) has occurred and is continuing, or (ii) the Issuer having been notified that both Euroclear and Clearstream, Luxembourg have ceased business without there being a successor clearing system or (iii) the issuance of definitive Notes at the Issuer's request upon a change in tax law that would be adverse to the Issuer if the Notes were not represented by Notes in definitive form and a certificate to such effect signed by two Directors of the Issuer is given to the Trustee."

Other Information

To the extent that there is any inconsistency between any statement in this Supplementary Offering Circular and any other statement in or incorporated by reference in the Offering Circular, the statements in this Supplementary Offering Circular will prevail.

Save as disclosed in this Supplementary Offering Circular no other significant new factor, material mistake or material inaccuracy relating to information included in the Offering Circular has arisen or been noted, as the case may be, since the publication of the Offering Circular.