

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (the “FSMA”) if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

This document comprises a supplementary prospectus for the purposes of Article 3 of the European Union (“EU”) Directive 2003/71/EC, as amended by the EU Directive 2010/73/EU, (the “Prospectus Directive”) (the “Supplementary Prospectus”) relating to Nostrum Oil & Gas plc (the “Company”) and has been prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under Section 73A of the FSMA. This document is supplemental to and must be read in conjunction with the prospectus published by the Company on 20 May 2014 (the “Original Prospectus”). Save as disclosed in this Supplementary Prospectus, there have been no significant new factors, material mistakes or inaccuracies relating to the information contained in the Original Prospectus other than those disclosed in this Supplementary Prospectus. Save where otherwise stated, terms defined in the Original Prospectus have the same meaning when used in this Supplementary Prospectus. A copy of this Supplementary Prospectus has been filed with the FCA and has been made available to the public as required by section 3.2 of the Prospectus Rules.

If you have sold or otherwise transferred all of your global depository receipts in Nostrum Oil & Gas LP (“GDRs”), please forward this Supplementary Prospectus at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, this Supplementary Prospectus should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws or regulations of such jurisdiction. If you have sold or transferred only part of your holding of GDRs, you should retain this Supplementary Prospectus and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

**For a discussion of certain risk and other factors that should be considered in connection with an investment in the Ordinary Shares, see Part 2 “Risk Factors” of the Original Prospectus.**



*(incorporated under the Companies Act 2006 and registered in England and Wales with registered number 8717287)*

**Supplementary prospectus in respect of the proposed issue of up to 188,182,958 ordinary shares in the Company  
(the “Ordinary Shares”)  
and application for admission of up to 188,182,958 Ordinary Shares  
to the premium listing segment of the Official List and to trading on the  
London Stock Exchange’s Main Market for listed securities**

*Sole Sponsor and Financial Adviser*

**Deutsche Bank**

*Financial Adviser in respect of the Admission and Scheme*

**VTB Capital**

Application will be made to the FCA for all of the Ordinary Shares to be admitted to the premium listing segment of the Official List of the FCA (the “Official List”) and to the London Stock Exchange plc (the “London Stock Exchange”) for such Ordinary Shares to be admitted to trading on the London Stock Exchange’s Main Market for listed securities (together, “Admission”). Admission constitutes admission to trading on a regulated market. It is expected that Admission will become effective, and that unconditional dealings will commence in the Ordinary Shares on the London Stock Exchange, at 8.00 a.m. (London time) on 20 June 2014. The Ordinary Shares issued by the Company will rank *pari passu* in all respects with each other and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the issued Ordinary Shares after Admission. The Company also intends to seek admission of the Ordinary Shares to trading on the Kazakhstan Stock Exchange (the “KASE”) in connection with Admission.

The Company and its Directors (whose names appear on page 36 of the Original Prospectus) accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of the Company and the Directors (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 the import of such information.

This Supplementary Prospectus does not constitute an offer of, or the solicitation of an offer to subscribe for or buy, any Ordinary Shares to any person in any jurisdiction in which such offer or solicitation is unlawful. The 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 any of the relevant securities laws of any state or other jurisdiction of the United States. Neither the U.S. Securities and Exchange Commission nor any U.S. State securities commission has approved of the Ordinary Shares or determined if this Supplementary Prospectus (nor the Original Prospectus) is accurate or complete. Any representation to the contrary is a criminal offence in the United States. The Ordinary Shares will be offered in the United States only pursuant to an exemption from the registration requirements of the Securities Act. The Ordinary Shares may not be offered or sold in the United States except pursuant to an exemption from the Securities Act or in a transaction not subject to the registration requirements of the Securities Act or the registration requirements or any exemptive filings under any securities laws of any state of the United States. This proposed issue is for the securities of a foreign company. The proposed issue is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the Original Prospectus have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of the United States companies. It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since the Company is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court’s judgment.

Deutsche Bank AG, London Branch (“**Deutsche Bank**” or the “**Sponsor**”) is authorised by the Prudential Regulation Authority (“**PRA**”) and regulated in the United Kingdom by the PRA and the FCA and is acting exclusively for the Company and no-one else in connection with Admission, and will not regard any other person (whether or not a recipient of this Supplementary Prospectus or the Original Prospectus) as a client in relation to Admission. Apart from the responsibilities and liabilities, if any, imposed on the Sponsor by FSMA or the regulatory regime established thereunder, the Sponsor accepts no responsibility or liability whatsoever for the contents of this Supplementary Prospectus or of the Original Prospectus or for any other statement made or purported to be made in connection with the Company, its Ordinary Shares, this Supplementary Prospectus or the Original Prospectus. The Sponsor accordingly disclaims all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this Supplementary Prospectus, the Original Prospectus or any such statement.

VTB Capital plc (“**VTB Capital**”) has been appointed by the Company as the financial adviser in respect of the Admission and Scheme. VTB Capital is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom. The appointment of VTB Capital was not made pursuant to the requirements of the Listing Rules, and the appointment of VTB Capital is separate and distinct from the appointment of the Sponsor. The Sponsor has not relied on any of the work performed by VTB Capital in fulfilling its duties as a sponsor in connection with the Admission. VTB Capital’s role is different from that of the Sponsor in that it focuses on providing general corporate finance advice to the Company on matters relating to the Admission and Scheme. VTB Capital accepts no responsibility or liability whatsoever for the contents of this Supplementary Prospectus or for any other statement made or purported to be made in connection with the Company, its Ordinary Shares or this Supplementary Prospectus. VTB Capital accordingly disclaims all and any responsibility or liability, whether arising in tort, contract or otherwise, which it might otherwise have in respect of this Supplementary Prospectus or any such statement.

Recipients of this Supplementary Prospectus are authorised to use it solely for the purpose of considering the subscription for the Ordinary Shares in connection with the proposed reorganisation of Nostrum Oil & Gas LP (the “**Partnership**”) and may not reproduce or distribute this Supplementary Prospectus, in whole or in part, and may not disclose any of the contents of this Supplementary Prospectus or use any information herein for any purpose other than considering an investment in the Ordinary Shares. Such recipients of this Supplementary Prospectus agree to the foregoing by accepting delivery of this Supplementary Prospectus.

Prospective investors should rely only on the information contained in the Original Prospectus and this Supplementary Prospectus. No person has been authorised to give any information or make any representations other than those contained in the Original Prospectus and this Supplementary Prospectus and, if given or made, such information or representations must not be relied on as having been so authorised by the Company, the Directors or the Sponsor. Any delivery of this Supplementary Prospectus shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company or its subsidiaries since, or that the information contained herein is correct at any time subsequent to, the date of this Supplementary Prospectus. In particular, the contents of the Group’s website ([www.nostrumoilandgas.com](http://www.nostrumoilandgas.com)) do not form part of this Supplementary Prospectus and prospective investors should not rely on it. The contents of the Original Prospectus and this Supplementary Prospectus are not to be construed as legal, financial or tax advice. Each recipient of this Supplementary Prospectus should consult his, her or its own solicitor, independent financial adviser or tax adviser for legal, financial or tax advice.

The distribution of this Supplementary Prospectus may be restricted by law in certain jurisdictions. No action has been or will be taken by the Company or the Sponsor to permit a public offering of the Ordinary Shares or to permit the possession or distribution of this Supplementary Prospectus (or the Original Prospectus or any other offering or publicity materials relating to the Ordinary Shares) in the United Kingdom or any other jurisdiction where action for that purpose may be required. Accordingly, neither this Supplementary Prospectus, the Original Prospectus, any advertisement nor any other material relating to it may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. 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.

The Ordinary Shares have not been and will not be registered or qualified for distribution under the applicable securities laws of Australia, Canada or Japan. The Ordinary Shares may not be offered for sale or subscription or sold or subscribed directly or indirectly in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan.

#### **NOTICE TO U.S. INVESTORS**

The Ordinary Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission (the “SEC”), any state securities commission in the United States or any other regulatory authority in the United States, nor have any of the foregoing authorities passed upon, confirmed the accuracy of or determined the adequacy of this Supplementary Prospectus. Any representation to the contrary is a criminal offence in the United States.

Certain retail investors in the United States, including retail investors in Minnesota, Nevada, New Hampshire, Oklahoma, Rhode Island and Utah, may not be able to receive the Ordinary Shares and will receive other compensation in exchange for their Common Units.

**THE PROPOSED ISSUE OF ORDINARY SHARES TO U.S. PERSONS IS CONTINGENT ON THE AVAILABILITY OF AN EXEMPTION FROM THE RELEVANT STATE SECURITIES REGISTRATION REQUIREMENTS (SO CALLED “BLUE SKY LAWS”). IF A U.S. PERSON IS NOT ABLE TO PARTICIPATE IN THE PROPOSED ISSUE OF ORDINARY SHARES, SUCH PERSON WILL BE INFORMED OF SUCH DETERMINATION AND WILL RECEIVE DIFFERENT TREATMENT AS DESCRIBED IN “INFORMATION ON THE SCHEME” SECTION IN THE ORIGINAL PROSPECTUS.**

#### **NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY**

**NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES (“RSA 421-B”) WITH THE STATE OF NEW HAMPSHIRE, NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE, CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.**

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## PART 1 SUPPLEMENTARY SUMMARY

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Original Prospectus.

In connection with the implementation of the Scheme, the Company and VTB Capital plc (“**VTB**”) entered into a facility agreement dated 20 May 2014 (the “**PLC Facility Agreement**”) and Nostrum Oil & Gas Group Limited (acting in its own capacity and not as general partner of Nostrum Oil & Gas LP, “**NOGGL**”) and VTB entered into a facility agreement dated 20 May 2014 (the “**NOGGL Facility Agreement**”) and together with the PLC Facility Agreement, the “**Facility Agreements**”) pursuant to which VTB will lend funds to the Company and NOGGL on an intra-day basis in order to finance the acquisition of the Group pursuant to the Scheme.

As announced by the Partnership on 12 June 2014, the Company and VTB have entered into an amendment agreement in respect of the PLC Facility Agreement dated 11 June 2014 to increase the size of the Company’s facility by U.S.\$500 million, to up to U.S.\$2,894 million in aggregate. As a result of the increase in the trading price of the Partnership’s GDRs since the announcement of the Scheme, it is necessary to increase the size of the Company’s facility so as to ensure that the Company is able to borrow sufficient funds pursuant to the terms of the PLC Facility Agreement to acquire the assets and liabilities of the Partnership pursuant to the terms of the Scheme.

The Company will, pursuant to the PLC Facility Agreement, borrow from VTB on an intra-day basis an amount (the “**Funding Amount**”) equal to (i) the market capitalisation of the Partnership as at the close of business on 12 June 2014 (the last day of trading of the GDRs on the London Stock Exchange) less (ii) the amount borrowed by NOGGL under the NOGGL Facility Agreement in order to finance the acquisition of Co-op. As at 12 June 2014 (the latest practicable date before the date of this Supplementary Prospectus), the Funding Amount would therefore be approximately U.S.\$2,244 million.

It is expected that all sums due to VTB from the Company and NOGGL under the Facility Agreements will be repaid on the same day, being the second business day prior to Admission.

There has been no amendment to the NOGGL Facility Agreement and all other steps required to implement the Scheme remain unchanged. The Directors note that, following the amendment of the PLC Facility Agreement, the expected costs of the Scheme have increased to approximately U.S.\$35 million.

The Company regards this information as a significant new factor relating to the information contained in the Original Prospectus and, accordingly, has prepared and published this Supplementary Prospectus in accordance with section 87G of FSMA and the Prospectus Rules. Save as disclosed in this Supplementary Prospectus, there is no further information that is required to be disclosed in this Supplementary Prospectus pursuant to Section 87G of FSMA or the Prospectus Rules.

**ANY DECISION TO INVEST IN ORDINARY SHARES SHOULD BE BASED ON A CONSIDERATION OF THE ORIGINAL PROSPECTUS, THIS SUPPLEMENTARY PROSPECTUS AND THE DOCUMENTS INCORPORATED BY REFERENCE IN EACH SUCH DOCUMENT, AS A WHOLE.**

In accordance with Prospectus Rule 3.4.2, the following revises and/or supplements the Original Prospectus:

Regarding Section E.1 of Part 1 “Summary”, paragraphs 4.1 and 4.3 of Part 6 “Information on the Scheme” and paragraph 15.1 of Part 17 “Additional Information” of the Original Prospectus, the total costs and expenses of, or incidental to, the Scheme and Admission (exclusive of any amounts in respect of value added tax) payable by the Company are estimated to amount to approximately U.S.\$35 million and accordingly, regarding paragraph 4.1 of Part 6 “Information on the Scheme” the amount to be retained by the Partnership to meet outstanding obligations of the Partnership including

the costs of the Scheme and the expected costs of dissolution of the Partnership will be approximately U.S.\$35 million.

Regarding paragraph 4.3 of Part 6 “Information on the Scheme” and paragraph 12.4(b) of Part 17 “Additional Information” of the Original Prospectus, the PLC Facility Agreement has been amended since the date of the Original Prospectus as follows:

The Company and VTB entered into an amendment agreement dated 11 June 2014 relating to the PLC Facility Agreement (the “**PLC Facility Amendment Agreement**”) in respect of the financing of the acquisition of the Group by the Company. The Company will, pursuant to the PLC Facility Agreement, borrow from VTB on an intra-day basis the Funding Amount equal to (i) the market capitalisation of the Partnership as at the close of business on 12 June 2014 (the last day of trading of the GDRs on the London Stock Exchange) less (ii) the amount borrowed by NOGGL under the NOGGL Facility Agreement in order to finance the acquisition of Co-op. As at 12 June 2014 (the latest practicable date before the date of this Supplementary Prospectus), the Funding Amount would therefore be approximately U.S.\$2,244 million.

VTB will (subject to, *inter alia*, satisfaction of customary conditions precedent, including the approval of the Scheme by Limited Partners) lend an amount equal to the Funding Amount to the Company on an intra-day basis in order to finance the acquisition of the Group pursuant to the Scheme. Pursuant to the PLC Facility Amendment Agreement, the maximum commitment of VTB under the PLC Facility Agreement in respect of the Funding Amount has been increased by U.S.\$500 million to U.S.\$2,894 million.

Pursuant to the PLC Facility Amendment Agreement, the Company will be required to pay (as a condition precedent to drawdown of the Funding Amount):

- a commitment fee on U.S.\$500 million at a rate of 1.00% per annum from the date of the PLC Facility Amendment Agreement up to and including the date immediately prior to the date of the Reorganisation;
- an upfront fee at a rate of 0.315% of U.S.\$500 million;
- a facility fee at a rate of 0.105% of U.S.\$500 million.

Such fees are in addition to the fees payable under the PLC Facility Agreement. All other terms of the PLC Facility Agreement, including the interest payable on the amount borrowed, remain unchanged.

**PART 2**  
**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Date of the Original Prospectus	20 May 2014
Announcement of the Scheme and publication of the Scheme Document	20 May 2014
Suspension of listing of GDRs	7.30 a.m. on 13 June 2014
Date of this Supplementary Prospectus	13 June 2014
Date of Special General Meeting	11.00 a.m. on 17 June 2014
Expected last time for transfer of Common Units	5.00 p.m. on 17 June 2014
Expected Scheme Record Time	5.00 p.m. on 17 June 2014
Expected implementation of the Scheme and issue of new Ordinary Shares	18 June 2014
Expected effective time of the Scheme	6.00 p.m. on 18 June 2014
Admission and expected commencement of unconditional dealings in Ordinary Shares on the London Stock Exchange	8.00 a.m. on 20 June 2014
KASE listing and commencement of trading in the Ordinary Shares on the Kazakhstan Stock Exchange	8.00 a.m. on 20 June 2014
Cancellation of listing of GDRs on the Official List	8.00 a.m. on 20 June 2014
Crediting of Ordinary Shares to CREST accounts	20 June 2014
Despatch of definitive share certificates in respect of Ordinary Shares (where applicable)	By no later than 4 July 2014
Reduction of Capital	As soon as reasonably practicable following Admission

Each of the times and dates in the above timetable is subject to change without further notice. References to times are to London time unless otherwise stated.

### **PART 3 OTHER IMPORTANT INFORMATION**

Investors should rely only on the information in the Original Prospectus and this Supplementary Prospectus. No person has been authorised to give any information or make any representations other than those contained in the Original Prospectus and this Supplementary Prospectus in connection with the Admission and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors or the Sponsor.

Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to section 87G of FSMA and PR 3.4.1 of the Prospectus Rules, the publication of this Supplementary Prospectus or any sale made under this Supplementary Prospectus does not, under any circumstances, create any implication that there has been no change in the affairs of the Group since, or that the information contained herein is correct at any time subsequent to, the date of this Supplementary Prospectus.

#### **Withdrawal Rights**

In accordance with section 87Q(4) of FSMA, where a supplementary prospectus has been published and, prior to the publication, a person agreed to buy or subscribe for transferable securities to which it relates, he may withdraw his acceptance before the end of the period of two working days beginning with the first working day after the date on which the supplementary prospectus was published.

Relevant persons wishing to exercise any statutory withdrawal right that they may have pursuant to section 87Q(4) of FSMA after the publication of this Supplementary Prospectus must do so by lodging a written notice of withdrawal (which shall include a notice sent by electronic mail) which must include the full name and address of the person wishing to exercise statutory withdrawal rights and, if such person is a CREST member, the Participant ID and the Member Account ID of such CREST member with the Registrar, by post or by hand (during normal business hours only) to Capita Registrars Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [withdraw@capita.co.uk](mailto:withdraw@capita.co.uk) so as to be received not later than 5.00pm on 17 June 2014. Notice of withdrawal given by any other means or which is deposited with or received by the Registrar after expiry of such period will not constitute a valid withdrawal, provided that the Company will not permit the exercise of withdrawal rights after the subscription in full by, and the allotment of Ordinary Shares to, the Partnership on the date of the Reorganisation becoming unconditional. In such event relevant persons are recommended to seek independent legal advice.

#### **Cautionary Note Regarding Forward-Looking Statements**

This Supplementary Prospectus and the Original Prospectus contain forward-looking statements which reflect the Group's current views or, as appropriate, those of the Directors, with respect to financial performance, business strategy, plans and objectives of management for future operations (including development plans relating to the Group's business). These forward-looking statements relate to the Group and the sectors and industries in which it operates. Statements that include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "estimates", "will", "may", "targets", "aims", "may", "should", "would", "could", "continue", "budget", "schedule" and similar statements of a future or forward-looking nature identify forward-looking statements for purposes of the United States federal securities laws or otherwise.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Any forward-looking statements in this Supplementary Prospectus or the Original Prospectus reflect the Group's current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, financial condition, results of operations and growth strategy.



Investors are cautioned that forward-looking statements are not guarantees of future performance. Forward-looking statements may, and often do, differ materially from actual results. Any forward-looking statements in this Supplementary Prospectus speak only as of the date of this Supplementary Prospectus, reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's operations, results of operations and growth strategy. Investors should specifically consider the factors identified in the Original Prospectus and this Supplementary Prospectus which could cause actual results to differ before making an investment decision. All of the forward-looking statements made in this Supplementary Prospectus or the Original Prospectus are qualified by these cautionary statements.

Any forward-looking statements speak only as at the date of this Supplementary Prospectus. Subject to any obligations under the Prospectus Rules, the Listing Rules and/or the Disclosure and Transparency Rules, the Company undertakes no obligation to update publicly or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Group or individuals acting on behalf of the Group are expressly qualified in their entirety by this paragraph.

### **Currency Presentation**

References to "U.S. Dollars" or "U.S.\$" are to United States Dollars, the lawful currency of the United States.

**PART 4**  
**ADDITIONAL INFORMATION**

**1. Persons Responsible**

The Company and the Directors, whose names are set out below, accept responsibility for this Supplementary Prospectus and declare that having taken all reasonable care to ensure that such is the case, the information contained in this Supplementary Prospectus is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Directors:

Frank Monstrey – Executive Chairman

Kai-Uwe Kessel – Chief Executive Officer

Jan-Ru Muller – Chief Financial Officer

Eike von der Linden – Senior Independent Non-Executive Director

Atul Gupta – Independent Non-Executive Director

Sir Christopher Codrington, Bt. – Independent Non-Executive Director

Mark Martin – Independent Non-Executive Director

Piet Everaert – Non-Executive Director

Pankaj Jain – Non-Executive Director

**2. No Significant Change**

Except for (i) the issuance by the Group on 14 February 2014 of the New 2019 Bonds in a principal amount of U.S.\$400 million, (ii) the redemption by the Group on 14 April 2014 of the outstanding 2015 Bonds in principal amount of U.S.\$92.5 million and (iii) the payment of a dividend of U.S.\$0.35 per Common Unit as announced on 9 May 2014, there has been no significant change in the financial or trading position of the Group since 31 December 2013, the end of the most recent financial period for which historical financial information has been published.

**3. Documents Available for Inspection**

In addition to those documents set out in paragraph 20 of Part 17 “Additional Information” of the Original Prospectus, copies of this Supplementary Prospectus may be inspected at the head office of the Company at 4<sup>th</sup> Floor, 53-54 Grosvenor Street, London W1K 3HU and at Gustav Mahlerplein 23B, 1082 MS, Amsterdam, The Netherlands during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of publication of this Supplementary Prospectus until Admission.

**4. General**

4.1 Deutsche Bank AG, London Branch is the Company’s sponsor and broker and is authorised by the PRA and regulated in the UK by the PRA and the FCA.

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

- 4.3 Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or inaccuracy relating to information included in the Original Prospectus has arisen or been noted, as the case may be, since the publication of the Original Prospectus.
- 4.4 This Supplementary Prospectus is dated 13 June 2014.