



MRG FINANCE UK PLC

(incorporated with limited liability in England and Wales with registered number 11344483)

unconditionally and irrevocably guaranteed by

Monaco Resources Group S.A.M.

(a joint stock corporation (Société Anonyme Monégasque) incorporated under the laws of the Principality of Monaco with limited liability with registration number 11S05525)

£300,000,000

**Euro Medium Term Note Programme
(the "Programme")**

This base prospectus supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 25 June 2018 (the "**Base Prospectus**") prepared by MRG Finance UK plc (the "**Issuer**") in connection with the Programme.

This Supplement constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"), and a supplementary prospectus for the purposes of section 87G of the FSMA. Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

Purpose of this Supplement

The purpose of this Supplement is to:

- I. incorporate by reference into the Base Prospectus the Half-Year Report (as defined below); and
- II. update the no significant change statement in the Base Prospectus in respect of the Guarantor (as defined below) and the Guarantor and its consolidated subsidiaries (including the Issuer) taken as a whole.

Incorporation by reference

On 11 October 2018, Monaco Resources Group S.A.M. (the "**Guarantor**") released its consolidated unaudited financial statements as at and for the six month period ended 30 June 2018 (including the notes thereto) (the "**Half-Year Report**"). By virtue of this Supplement, the Half-Year Report is incorporated in and forms part of this Supplement, and is thereby incorporated in and forms part of the Base Prospectus.

A copy of the Half-Year Report has been filed with the FCA. Any information in the Half-Year Report which is not incorporated in and does not form part of this Supplement and therefore is not

incorporated in and does not form part of the Base Prospectus is not relevant for investors or is contained elsewhere in the Base Prospectus.

Significant change statements

There has been no significant change in the financial or trading position of the Guarantor or the Guarantor and its consolidated subsidiaries (including the Issuer) taken as a whole since 30 June 2018.

There has been no material adverse change in the prospects of the Guarantor since 31 December 2017.

General information

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

If documents which are incorporated by reference in 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 purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in this Supplement.

Save as disclosed in this Supplement, no 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, in relation to the Issuer or the Guarantor since the publication of the Base Prospectus.

A copy of the Half-Year Report is available for viewing at: www.monacoresources.com/emtn/

11 OCTOBER 2018