

BASE PROSPECTUS SUPPLEMENT

BROKERCREDITSERVICE STRUCTURED PRODUCTS PLC

*(incorporated in Cyprus)
(as Issuer)*

EUR 10,000,000,000 EURO MEDIUM TERM NOTE PROGRAMME

BrokerCreditService Structured Products plc (the "**Issuer**") has prepared this base prospectus supplement (the "**Prospectus Supplement**") to be supplemental to, form part of and be read and construed in conjunction with the base prospectus dated 2 July 2018 as supplemented by the Supplement to the Base Prospectus dated 15 August 2018 (the "**Base Prospectus**") published in relation to the Issuer's EUR 10,000,000,000 euro medium term note programme (the "**Programme**").

This Prospectus Supplement comprises a supplement in accordance with Article 16 of the Directive 2003/71/EC. This Prospectus Supplement has been approved by the Central Bank of Ireland, as competent authority under the Directive 2003/71/EC. The Central Bank of Ireland only approves this Prospectus Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Directive 2003/71/EC.

Unless otherwise defined herein, terms defined in the Base Prospectus shall have the same meaning when used in this Prospectus Supplement.

The Issuer confirms the following:

The Issuer accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case), the information contained in this document 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 (a) any statement in this Prospectus Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

No non-exempt offers of Notes to the public made by the Issuer pursuant to the Base Prospectus are on-going as of the date hereof, and consequently, no rights of withdrawal arise in accordance with regulation 52 of the Irish Prospectus Regulations following the publication of this Prospectus Supplement.

The Base Prospectus is available on the website of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") at: http://www.ise.ie/debt_documents/Base%20Prospectus_00ab665d-ed6b-443d-8f2c-240b7fd05308.PDF and http://www.ise.ie/debt_documents/Supplements_7a800353-9e02-4a75-9e2b-c819ca842c7e.PDF.

This Prospectus Supplement is available for viewing, and copies may be obtained from, the offices of the Fiscal Agent. This Prospectus Supplement is also available on the website of Euronext Dublin at: <http://www.ise.ie>

As of 14 November 2018

BROKERCREDITSERVICE STRUCTURED PRODUCTS PLC

AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Prospectus Supplement the information appearing in the Base Prospectus shall be amended in the manner described below:

- (a) The financial information relating to the Issuer at Element B. 12 of the Summary (set out on pages 3 to 4 of the Base Prospectus) shall be deleted and replaced with the following:

B.12	Financial information:	
Selected historical key information:		
Comparative Annual Financial Data (2017 and 2016) – In RUB		
	31/12/2017	31/12/2016
Revenue	281,864,414	8,239,541
Dividend income	635,402,439	58,481,887
Interest income	45,854,104	44,622,099
Loan interest income	679,084,519	1,246,666,992
Net gain/(loss) on trading in financial instruments	1,114,031,597	(1,387,364,916)
Net gain realised on trading in foreign currencies	2,838,912,675	5,487,615,199
Net fair value gains on financial assets at fair value through profit or loss	4,971,057,195	4,189,693,435
Interest income from bonds	3,440,703,161	11,183,529,199
Interest income on REPO loans	1,716,366,973	3,670,305,736
Interest expense on bonds	(2,781,445,479)	(9,256,316,014)
Interest expense on loans	(4,041,630)	(386,448,979)
Interest expense on REPO loans	(3,766,563,982)	(4,700,306,882)
Net FV loss on trading on foreign currencies	(2,155,880,200)	-
Financial results of SWAP operations (OTC)	(2,122,719,697)	583,840
Staff costs	(7,689,294)	-
Other operating income	-	490,490
Change in fair value of derivative financial instruments	970,922,336	(1,678,738,373)
Administration and other expenses	(1,162,380,475)	(1,481,445,114)
Operating profit	4,693,478,656	6,999,608,140
Net finance income/(cost)	542,807,432	(1,128,970,261)
Profit before tax	5,236,286,088	5,870,637,879
Tax	-	-

Net profit for the year	5,236,286,088	5,870,637,879
	31/12/2017	31/12/2016
Non-current assets	5,977,559,826	6,244,501,674
Current assets	292,371,460,739	258,419,543,652
TOTAL assets	298,349,020,565	264,664,045,326
Current liabilities	287,435,299,857	254,077,749,399
TOTAL liabilities	287,435,299,857	254,077,749,399
TOTAL equity and liabilities	298,349,020,565	264,664,045,326
Comparative Interim Financial Data – (2018 and 2017) – in RUB (for 2018) and in EUR (for 2017)		
	For the 6 months ended 30/06/2018 (unaudited) (RUB)	For the 6 months ended 30/06/2017 (unaudited) (EUR)
Commission and fee income		140,022
Revenue	6,325,115	-
Dividend income	390,961,136	3,586,762
Interest income	16,079,302	-
Loan interest income	988,515,178	7,094,285
Net (loss)/gain on trading in financial instruments	(1,987,249,157)	2,439,546
Net gain/(loss) realized on trading in foreign currencies	1,620,866,359	(38,384,748)
Net fair value gains/(losses) on financial assets at fair value through profit or loss	8,870,413,054	11,511,106
Interest income from bonds	2,239,269,330	22,471,753
Interest income from REPO loans / Interest income on reverse repurchase agreements	3,913,840,570	29,673,996
Interest expense from bonds	(2,201,552,255)	(11,151,776)
Loan interest expense	-	(6,758,054)
Interest expense from REPO loans / Interest expense on payables under repurchase agreements	(4,346,787,463)	(53,518,829)
Net FV loss on trading on foreign currencies	(307,876,250)	-

Financial results of SWAP operations (OTC)	(67,838,126)	-
Staff costs	(4,549,299)	(44,114)
Other operation income	-	11,026,170
Profit from investing activities	-	2,519,497
Net impairment reversal/(losses) on financial assets	76,397,202	28,142,049
Change in fair value of derivative financial instruments	3,021,732,409	28,142,049
Administration and other expenses	(2,390,899,812)	(11,500,323)
Operating profit / (loss)	9,837,647,293	(2,752,658)
Net finance (costs) / income	(2,206,149,436)	19,110,518
Profit before tax	7,631,497,857	16,357,860
Tax	(2,400)	(322)
Net profit	7,631,495,457	16,357,538
	As at 30/06/2018 (unaudited) (RUB)	As at 30/06/2017 (unaudited) (EUR)
Non-current assets	7,617,148,347	180,562,746
Current assets	285,361,441,346	3,011,283,978
TOTAL assets	292,978,589,693	3,191,846,724
Total equity	18,336,605,205	172,175,603
Total liabilities	274,641,984,488	3,019,671,121
TOTAL equity and liabilities	292,978,589,693	3,191,846,724

(b) Each of:

- (i) the paragraph under the heading "Statements of no significant or material adverse change" in Item B.12 of the Summary (on page 4 of the Base Prospectus);
- (ii) the first paragraph after the heading "Recent Events and Trend Information" in the Description of the Issuer section (on page 549 of the Base Prospectus); and
- (iii) paragraph 3 (Significant/Material Change) of the General Information section (on page 574 of the Base Prospectus),

shall be amended by the deletion thereof and the substitution of the following therefor:

"There has been no significant change in the financial or trading position of the Issuer since 30 June 2018. There has been no material adverse change in the prospects of the Issuer since 31 December 2017."

- (c) A copy of the interim unaudited consolidated financial statements of the Issuer in respect of the half year period ended 30 June 2018 (the "**2018 Interim Statements**") has been filed with the Central Bank of Ireland and pages 8 to 59 of the 2018 Interim Statements shall be deemed to be incorporated by reference in, and form part of, this Prospectus Supplement. Any information contained in the 2018 Interim Statements which is not incorporated by reference in this Prospectus Supplement is either not relevant to investors or is covered elsewhere in the Base Prospectus as amended by this Prospectus Supplement. The 2018 Interim Statements can be accessed on the website of the Issuer as follows <http://bcs-sp.com/f/fin/unaudited-interim-financial-statements-180101-180630.pdf>

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