

Final Terms dated 12 March 2013

INTU (SGS) FINANCE PLC

Issue of £450,000,000 3.875 per cent. Notes due 2028
under the £5,000,000,000 Programme for the Issuance of Notes

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 8 March 2013 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended from time to time, including pursuant to Directive 2010/73/EU) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing on the website operated by the Irish Stock Exchange.

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| 1. | Issuer: | Intu (SGS) Finance plc |
| 2. | (i) Series Number: | 1 |
| | (ii) Tranche Number: | 1 |
| 3. | Specified Currency: | GBP ("£") |
| 4. | Aggregate Principal Amount of Notes: | |
| | (i) Series: | £450,000,000 |
| | (ii) Tranche: | £450,000,000 |
| 5. | Issue Price: | 99.158 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000 |
| | (ii) Calculation Amount: | £1,000 |
| 7. | (i) Issue Date: | 19 March 2013 |
| | (ii) Interest Commencement Date | Issue Date |
| 8. | Expected Maturity Date: | 17 March 2023 |
| | Final Maturity Date: | 17 March 2028 |
| 9. | Interest Basis: | 3.875 per cent. fixed rate
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Final Maturity Date at 100 per cent. of their Outstanding Principal |

		Amount
11.	(i) Status of the Notes:	Senior
	(ii) Date Board approval for issuance of Notes obtained:	7 March 2013
12.	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.875 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	17 March and 17 September in each year adjusted in accordance with the Business Day Convention
	(iii) Business Day Convention:	Following Business Day Convention
	(iv) Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount(s):	£19.375 per Calculation Amount
	(vi) Broken Amount(s):	The initial broken interest amount payable on the first Interest Payment Date falling on 17 September 2013 in relation to the short interest period from and including 19 March 2013 to but excluding 17 September 2013 is £19.16 per Calculation Amount
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
	(viii) Determination Dates:	Not Applicable
14.	Floating Rate Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

15.	Final Redemption Amount of each Note	£1,000 per Calculation Amount
16.	Early Redemption Amount	
	(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	Modified Spens (Reference Gilt plus 0.50 per cent.)

(ii) Reference Gilt: UK Treasury 4 per cent. due March 2022

GENERAL PROVISIONS APPLICABLE TO THE NOTES

17.	Form of Notes:	Bearer Notes:
		Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
18.	New Global Note:	Yes
19.	Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
20.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
21.	Consolidation provisions:	Not Applicable

DISTRIBUTION

22.	(i) If syndicated, names of Managers:	HSBC Bank plc, Merrill Lynch International, UBS Limited, Credit Suisse Securities (Europe) Limited
	(ii) Stabilising Manager(s) (if any):	Merrill Lynch International
23.	If non-syndicated, name of Dealer:	Not Applicable
24.	U.S. Selling Restrictions	Reg. S Compliance Category 2; TEFRA D

PURPOSE OF FINAL TERMS


These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Irish Stock Exchange of the Notes described herein pursuant to the £5,000,000,000 Programme for the Issuance of Notes of Intu (SGS) Finance plc.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

SIGNED by **SFM Directors Limited**, as Director

for and on behalf of **INTU (SGS) FINANCE PLC**

By: 

Name:

Debra Parsall

PART B – OTHER INFORMATION

1 LISTING

(i) Admission to trading: Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market.

(ii) Estimate of total expenses related to admission to trading: €500

2 RATINGS

Ratings: The Notes to be issued have been rated:
S & P: Asf

Standard & Poor's Credit Market Services Europe Limited is established in the EU and registered under Regulation (EC) No 1060/2009 (the "CRA Regulation").

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: See 'Use of Proceeds' section of the Prospectus.

(ii) Estimated net proceeds: £444,382,875

(iii) Estimated total expenses: £1,828,125

5 Fixed Rate Notes only – YIELD

Indication of yield: 3.978 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN Code: XS0904228557

Common Code:	090422855
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Delivery:	Delivery free of payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as Common Safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.