

## Final Terms dated 6 November 2014

### INTU (SGS) FINANCE PLC

Issue of £350,000,000 4.250 per cent. Notes due 2035

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 6 November 2014 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.  | (i) Issuer:                          | Intu (SGS) Finance plc   |
| 2.  | (i) Series Number:                   | 3  |
|     | (ii) Tranche Number:                 | 1  |
| 3.  | Specified Currency:                  | GBP ("£")  |
| 4.  | Aggregate Principal Amount of Notes: |  |
|     | (i) Series:                          | £350,000,000   |
|     | (ii) Tranche:                        | £350,000,000   |
| 5.  | Issue Price:                         | 99.491 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:                      | 13 November 2014   |
|     | (ii) Interest Commencement Date:     | Issue Date   |
| 8.  | Expected Maturity Date:              | 17 September 2030  |
|     | Final Maturity Date:                 | 17 September 2035  |
| 9.  | Interest Basis:                      | 4.250 per cent. fixed rate<br>(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.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Senior
	(iii) Date Board approval for issuance of Notes obtained:	24 October 2014
14.	Method of distribution:	Syndicated

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15.	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.250 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):	£42.50 per Calculation Amount
	(vi) Broken Amount(s):	The initial broken interest amount payable on the first Interest Payment Date falling on 17 March 2015 in relation to the short interest period from and including 13 November 2014 to but excluding 17 March 2015 is £14.558 per Calculation Amount
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
	(viii) Determination Dates:	Not Applicable
	(ix) Ratings Step-up/Step down:	Not Applicable
16.	Floating Rate Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	Call Option	Not Applicable
18.	Put Option	Not Applicable
19.	Change of Control Put Option/ Put Event	Not Applicable
20.	Final Redemption Amount of each Note	£1,000 per Calculation Amount

21.	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 4.75 per cent. due December 2030

### GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	Form of Notes:	<b>Bearer Notes</b> 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
23.	New Global Note:	Yes
24.	Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
25.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
26.	Consolidation provisions:	Not Applicable

### DISTRIBUTION

27.	(i) If syndicated, names of Managers:	UBS Limited, Lloyds Bank plc
	(ii) Stabilising Manager(s) (if any):	Not Applicable
28.	If non-syndicated, name of Dealer:	Not Applicable
29.	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:  \_\_\_\_\_

## 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: £348,218,500
- (iii) Estimated total expenses: £1,781,500

### 5 Fixed Rate Notes only – YIELD

Indication of yield: 2.645 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: XS1131914811

Common Code:	113191481
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 ECB being satisfied that Eurosystem eligibility criteria have been met