

SUPPLEMENT TO PROSPECTUS

WELLESLEY FINANCE PLC

(incorporated with limited liability in England and Wales)

£500,000,000

Secured Note Programme

This Supplement No. 1 (the "**Supplement**") is supplemental to, and must be read in conjunction with, the Base Prospectus dated 6 February 2015 (the "**Base Prospectus**") issued by Wellesley Finance plc (the "**Issuer**") with respect to its £500,000,000 secured note programme (the "**Programme**"), and constitutes a supplement for the purposes of Article 16 of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**").

Terms used but not defined in this Supplement shall have the meaning ascribed to them in the Base Prospectus.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive.

Purpose of this Supplement

The purpose of this Supplement is to amend the Base Prospectus.

Amendment

As of the date of this Supplement, the following paragraph under the heading "Wellesley & Co Limited" on page 31 of the Base Prospectus shall be deemed deleted:

"Wellesley has been a member of the Peer-to-Peer Finance Association since January 2014 and adheres to the association's stringent operating principles."

General

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The Issuer accepts responsibility for the information given in this Supplement. The Issuer confirms and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Supplement is dated 27 February 2015.