



CRH Finance Limited

(incorporated with limited liability in Ireland with registered number 50074)

CRH Finance (U.K.) plc

(incorporated with limited liability in England and Wales with registered number 2153217)

CRH Funding B.V.

(incorporated with limited liability in The Netherlands with registered number 57502536)

CRH Finance Germany GmbH

(incorporated with limited liability in the court of Düsseldorf, Germany with registered number HRB 66176)

CRH Finance SAS

(incorporated with limited liability in France with registered number 519 204 440)

CRH Finland Services Oyj

(incorporated with limited liability in Finland with Business Identity Code 2553762-1)

CRH Finance Switzerland AG

(incorporated with limited liability in Switzerland with registered number CH-170.3.037.929-8)

€5,000,000,000

**Euro Medium Term Note Programme
unconditionally and irrevocably guaranteed by
CRH plc**

(incorporated with limited liability in Ireland with registered number 12965)

This Supplement (the **Supplement**) is a supplement to the Base Prospectus dated 22 July 2013 as supplemented by the supplement dated 7 October 2013 (together, the **Base Prospectus**) which comprises a base prospectus for each of CRH Finance Limited (**CRH Finance**), CRH Finance (U.K.) plc (**CRH Finance UK**), CRH Funding B.V. (**CRH Funding BV**), CRH Finance Germany GmbH (**CRH Germany**), CRH Finance SAS (**CRH Finance SAS**), CRH Finland Services Oyj (**CRH Finland**) and CRH Finance Switzerland AG (**CRH Switzerland**) (each an **Issuer** and together, the **Issuers**) for the purposes of Article 5.4 of Directive 2003/71/EC (the **Prospectus Directive**). To the extent that the Base Prospectus is inconsistent with this Supplement, this Supplement shall prevail.

This Supplement constitutes a supplement for the purposes of Article 16 of the Prospectus Directive and should be read in conjunction with the Base Prospectus.

This Supplement is prepared in connection with the €5,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by CRH Finance, CRH Finance UK, CRH Funding BV, CRH Germany, CRH Finance SAS, CRH Finland and CRH Switzerland and guaranteed by CRH plc (**CRH plc**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The 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.

CRH Finance accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance UK, CRH Funding BV, CRH Germany, CRH Finance SAS, CRH Finland or CRH Switzerland. To the best of the knowledge of CRH Finance (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Finance UK accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Funding BV, CRH Germany, CRH Finance SAS, CRH Finland or CRH Switzerland. To the best of the knowledge of CRH Finance UK (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Funding BV accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Finance UK, CRH Germany, CRH Finance SAS, CRH Finland or CRH Switzerland. To the best of the knowledge of CRH Funding BV (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Germany accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Finance UK, CRH Funding BV, CRH Finance SAS, CRH Finland or CRH Switzerland. To the best of the knowledge of CRH Germany (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Finance SAS accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Finance UK, CRH Funding BV, CRH Germany, CRH Finland or CRH Switzerland. To the best of the knowledge of CRH Finance SAS (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Finland accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Finance UK, CRH Funding BV, CRH Germany, CRH Finance SAS or CRH Switzerland. To the best of the knowledge of CRH Finland (having taken all reasonable care to ensure that such is the case) the information contained in this

Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH Switzerland accepts responsibility for the information contained in this Supplement with the exception of any information in respect of CRH Finance, CRH Finance UK, CRH Funding BV, CRH Germany, CRH Finance SAS or CRH Finland. To the best of the knowledge of CRH Switzerland (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement in respect of which it accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH plc accepts responsibility for the information contained in this Supplement. To the best of the knowledge of CRH plc (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

CRH plc published the auditors' report and its audited consolidated financial statements for the financial year ended 31 December 2013 (the **2013 Audited Financial Statements**) and each of CRH Finance UK, CRH Funding BV and CRH Finland published their auditors' reports and their audited non-consolidated financial statements for the financial year ended 31 December 2013 (together, the **Issuers' Audited Non-Consolidated Financial Statements**). Copies of the 2013 Audited Financial Statements and the Issuers' Audited Non-Consolidated Financial Statements have been filed with the Central Bank of Ireland and the Irish Stock Exchange and, by virtue of this Supplement, the 2013 Audited Financial Statements and the Issuers' Audited Non-Consolidated Financial Statements are incorporated in, and form part of, the Base Prospectus. Copies of the 2013 Audited Financial Statements and the Issuers' Audited Non-Consolidated Financial Statements can be obtained from the registered office of each of the Issuers, by downloading an electronic copy from the CRH plc website (<http://www.crh.com/reports/2013-annual-report.pdf> and <http://www.crh.com/investors/debt-investors/emtn-programme-documents>) and from the specified office of the Agent for the time being in London and, in respect of the Swiss Notes to be listed on the SIX Swiss Exchange, from the specified office of the Principal Swiss Paying Agent.

On 7 May 2014 CRH plc issued an Interim Management Statement (the **Interim Management Statement**) in accordance with the EU Transparency Directive 2004/109/EC in advance of its Annual General Meeting which was held on the same day in Dublin. Under the Interim Management Statement the like-for-like sales in Europe for the January-April 2014 period increased by 10% compared with the same period in 2013 where the sales were negatively affected by the weather conditions. Like-for-like sales in the Americas in the low-season of the first four months of 2014 increased by 2% compared to the same period in 2013 despite weather disruptions across many regions in the United States. Construction demand in the Americas remained good in the first four months of 2014. The Group expects to deliver incremental cost savings of €100 million in 2014, primarily in relation to its business in Europe. In addition, seven small acquisitions were completed within the first four months of 2014 with the aggregate acquisition cost of €60 million. Under the Interim Management Statement as a result of the ongoing portfolio review approximately 80% of the Group's net assets have been identified as meeting the Group's strategic and financial criteria. Businesses accounting for approximately 10% of net assets (and approximately 3% of EBITDA for the year 2013) have been identified as being non-core and an orderly process to divest these non-core business units is underway. Assessment of the remaining 10% of net assets (which account for approximately 7% of EBITDA for the year 2013) is expected to be completed in the third quarter of 2014.

This Supplement will also be published on the Central Bank's website (www.centralbank.ie). The websites of CRH plc or Central Bank do not form any part of the contents of this Base Prospectus.

The following text shall be included at the end of the section entitled “Description of CRH plc” in the Base Prospectus:

Recent Developments

On 30 May 2014 CRH plc announced that the secretariat of the Competition Commission in Switzerland (the **Secretariat**) has invited CRH plc’s Swiss subsidiaries (BR Bauhandel AG, Gétaz-Miauton SA and Regusci Reco SA) to comment on a proposal to impose sanctions on the Association of Swiss Wholesalers of the Sanitary Industry and all other major Swiss wholesalers, including CRH plc’s Swiss subsidiaries, regarding the pending investigation into the sanitary (bathroom fixtures and fittings) industry in Switzerland. The Secretariat alleged competition law infringements and proposed a total fine of approximately CHF 283 million (€233 million) on all parties, of which approximately CHF 119 million (€98 million) would be attributable to CRH plc’s Swiss subsidiaries, based on the Group’s Swiss turnover. CRH plc believes that the position of the Secretariat is without merit and views the proposed fine as unjustified. The Group intends to respond to this effect in its comments to the Secretariat. The decision of the Competition Commission on this matter, which is likely to be communicated by the end of 2014/early 2015, can be appealed to the Federal Administrative Tribunal, and ultimately to the Federal Supreme Court.

The paragraph under the section entitled “Description of CRH Finance Germany GmbH – Board of Directors” in the Base Prospectus shall be deleted in its entirety and replaced with the following paragraph “Description of CRH Finance Germany GmbH – Managing Director”:

“Managing Director

The Managing Director of CRH Germany and his functions are as follows:

Name	Title
Dirk Küßner	Managing Director

The Managing Director has no activities outside the Group which are significant with respect to the Group.

The business address of Dirk Küßner is Theodorstraße 297, 40472 Düsseldorf, Germany.

There are no potential conflicts of interest between the duties to CRH Germany of the Managing Director and his private interests and/or other duties.”

The paragraph under the section entitled “General Information – Significant or Material Adverse Change” in the Base Prospectus shall be deleted in its entirety and replaced with the following:

“There has been no significant change in the financial or trading position of the Group since 31 December 2013. There has been no material adverse change in the prospects of the Group since 31 December 2013.

There has been no significant change in the financial or trading position of CRH Finance UK, CRH Funding B.V. and CRH Finland since 31 December 2013. There has been no material adverse change in the prospects of CRH Finance UK, CRH Funding B.V. and CRH Finland since 31 December 2013. There has been no significant change in the financial or trading position of CRH Finance SAS since 31 December 2012. There has been no material adverse change in the prospects of CRH Finance SAS since 31 December 2012.”

Save as disclosed in this Supplement, no other 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, since the publication of the Base Prospectus.