

OFFERING CIRCULAR SUPPLEMENT



ELECTRICITY SUPPLY BOARD

(a body corporate established in Ireland under the ESB Acts 1927 to 2014 of Ireland)

ESB FINANCE DESIGNATED ACTIVITY COMPANY

(a private company incorporated with limited liability in Ireland with registration number 480184)

EUR3,000,000,000

Euro Medium Term Note Programme

unconditionally and irrevocably guaranteed by

ELECTRICITY SUPPLY BOARD

(a body corporate established in Ireland under the ESB Acts 1927 to 2014 of Ireland)

This Offering Circular Supplement (this **Supplement**) is supplemental to and must be read in conjunction with the Offering Circular dated 24 May 2016 (the **Offering Circular**) prepared by the Electricity Supply Board (**ESB**) and ESB Finance DAC (formerly ESB Finance Limited) (**ESB Finance**) (together, the **Issuers** and each of them, an **Issuer**). The Offering Circular comprises a base prospectus in connection with the Issuers' EUR3,000,000,000 Euro Medium Term Note Programme (the **Programme**). Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement to the Offering Circular constitutes a supplement for the purposes of Directive 2003/71/EC, as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area) (the **Prospectus Directive**) and is issued in accordance with Article 16 thereof and Regulation 51 of the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland, as amended. 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.

This Supplement has been prepared for the purposes of incorporating by reference into the Offering Circular the unaudited consolidated interim financial statements of ESB for the six month period ended 30 June 2016.

Each of ESB and ESB Finance accepts responsibility for the information contained in this Supplement. To the best of the knowledge of ESB and ESB Finance (each 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.

Save as disclosed in this Supplement, there has been no other significant new factor in relation to the Issuers since the date of publication of the Offering Circular, and there is no material mistake or inaccuracy relating to the information included in the Offering Circular, which is capable of affecting the assessment of the Notes. To the extent that there is any inconsistency between (i) any statement in this Supplement, including any statement incorporated by reference into the Offering Circular by this Supplement, and (ii) any other statement in or incorporated by reference into the Offering Circular, the statements in this Supplement will prevail.

The date of this Supplement is 26 January 2017.

Incorporation of Interim Accounts

The following document has been filed with the Irish Stock Exchange and the Central Bank and is hereby incorporated by reference into, and shall form part of, the Offering Circular:

- the unaudited consolidated interim financial statements of ESB for the six month period ended 30 June 2016 (the **2016 Interim Accounts**) set out on page 8 to page 43 (inclusive) of the ESB Interim Financial Statements for the period to 30 June 2016 which are available on the website of the Irish Stock Exchange at <http://www.ise.ie/app/announcementDetails.aspx?ID=12984475>.

The 2016 Interim Accounts shall be available for inspection (by physical and electronic means) from the registered office of the relevant Issuer on the same terms as those documents set out in the 'Documents Available' paragraph of the 'General Information' section on page 104 of the Offering Circular.

General Information

The paragraph "Significant or Material Change" on page 105 of the Offering Circular shall be deemed deleted and replaced with the following paragraph:

"There has been no significant change in the financial or trading position of ESB or ESB Finance since 30 June 2016 and there has been no material adverse change in the prospects of ESB or ESB Finance since 31 December 2015".