

**SUPPLEMENT DATED 21 DECEMBER 2017 TO THE BASE PROSPECTUS DATED 2 AUGUST 2017**

**LAND SECURITIES CAPITAL MARKETS PLC**

*(incorporated in England and Wales with limited liability under registered number 5193511)*

**£6,000,000,000**

**Multicurrency Programme for the issuance of Notes**

This Supplement (the “**Supplement**”) supplements the Base Prospectus dated 2 August 2017 (the “**Base Prospectus**”) the £6,000,000,000 Multicurrency Programme (the “**Programme**”) for the issuance of Notes established by Land Securities Capital Markets PLC (the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under Directive 2003/71/EC, as amended including by Directive 2010/73/EU (the “**Prospectus Directive**”). The Central Bank of Ireland only approves this Supplement as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive. This Supplement constitutes a supplement for the purposes of the Prospectus Directive. This Supplement constitutes neither an offer nor a solicitation of an offer to buy any Notes by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has 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.

Each of Land Securities Group PLC and Land Securities PLC accepts responsibility for the Land Securities Information. To the best of the knowledge of Land Securities Group PLC and Land Securities PLC (having taken all reasonable care to ensure that such is the case), the Land Securities Information is in accordance with the facts and does not omit anything likely to affect the accuracy of such information.

CBRE Limited accepts responsibility for the information contained in the CBRE Valuation Report September 2017 (defined below). To the best of the knowledge of CBRE Limited (having taken all reasonable care to ensure that such is the case), the CBRE Valuation Report September 2017 is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Purpose of the Supplement**

The purpose of this Supplement is (a) to incorporate by reference Land Securities Group PLC’s Half-yearly Report for the six months ended 30 September 2017 (which contains the financial statements of the Land Securities Group) (the “**Half-yearly Report 2017**”), (b) to incorporate by reference the audited results of LS Property Finance Company Limited (“**FinCo**”) in respect of the financial year ending 31 March 2017 (“**FinCo’s 2017 Results**”), (c) to update the CBRE Valuation Report as at 31 March 2017 contained in Chapter 11 (Valuation of the Estate) of the Base Prospectus with the CBRE Valuation Report as at 30 September 2017 (the “**CBRE Valuation Report September 2017**”), (d) to amend certain information in the heading of the pro forma final terms, (e) to reflect amendments made to the Common Terms Agreement and (f) to reflect the termination of the appointment of Kevin O’Byrne as a director of Land Securities Group PLC and, with effect from 1 January 2018, the appointment of Colette O’Shea and Scott Parsons as directors of Land Securities Group PLC.

## **Half-yearly Report 2017**

On 14 November 2017 Land Securities Group PLC published the Half-yearly Report 2017. A copy of the Half-yearly Report 2017 has been filed with the Irish Stock Exchange and the Central Bank of Ireland and, by virtue of this Supplement, the Half-yearly Report 2017 is incorporated in, and forms part of, the Base Prospectus.

The Half-yearly Report 2017 is available for viewing on the following website:

[https://landsec.com/sites/default/files/2017-11/Landsec\\_half-yearly\\_results\\_2017\\_announcement.PDF](https://landsec.com/sites/default/files/2017-11/Landsec_half-yearly_results_2017_announcement.PDF)

## **FinCo's 2017 Results**

A copy of FinCo's 2017 Results has been filed with the Irish Stock Exchange and the Central Bank of Ireland and, by virtue of this Supplement, FinCo's 2017 Results are incorporated in, and form part of, the Base Prospectus.

FinCo's 2017 Results are available for viewing on the following website:

<https://landsec.com/investors/debt-investors/corporate-debt-structure>

## **CBRE Valuation Report September 2017**

Chapter 11 consists of the CBRE Valuation Information for the entire Security Group Estate.

The valuation information for the properties which are included as Further Credit Assets is given on a 50% basis, regardless of the contribution to the Total Collateral Value agreed with the Rating Agencies (85% to 90% of Land Securities' share).

The valuation information presented in the rest of the Base Prospectus has been adjusted to include the FCAs at both Land Securities' share of ownership and the agreed level of contribution to the Total Collateral Value.

# VALUATION REPORT

*In respect of:*

The Security Group Estate Report

Date of Valuation: 30 September 2017

### **Legal Notice and Disclaimer**

*This valuation report (the "Report") has been prepared by CBRE Ltd ("CBRE") exclusively for Land Securities Group PLC; Deutsche Trustee Company Limited ; Lloyds Bank Plc (the "Client") in accordance with the terms of engagement entered into between CBRE and the client dated 15 September 2015 ("the Instruction"). The Report is confidential to the Client and any other Addressees named herein and the Client and the Addressees may not disclose the Report unless expressly permitted to do so under the Instruction.*

*Where CBRE has expressly agreed (by way of a reliance letter) that persons other than the Client or the Addressees can rely upon the Report (a "Relying Party" or "Relying Parties") then CBRE shall have no greater liability to any Relying Party than it would have if such party had been named as a joint client under the Instruction.*

*CBRE's maximum aggregate liability to the Client, Addressees and to any Relying Parties howsoever arising under, in connection with or pursuant to this Report and/or the Instruction together, whether in contract, tort, negligence or otherwise shall not exceed:*

*£100,000,000 million (One Hundred Million Pounds).*

*Subject to the terms of the Instruction, CBRE shall not be liable for any indirect, special or consequential loss or damage howsoever caused, whether in contract, tort, negligence or otherwise, arising from or in connection with this Report. Nothing in this Report shall exclude liability which cannot be excluded by law.*

*If you are neither the Client, an Addressee nor a Relying Party then you are viewing this Report on a non-reliance basis and for informational purposes only. You may not rely on the Report for any purpose whatsoever and CBRE shall not be liable for any loss or damage you may suffer (whether direct, indirect or consequential) as a result of unauthorised use of or reliance on this Report. CBRE gives no undertaking to provide any additional information or correct any inaccuracies in the Report.*

*None of the information in this Report constitutes advice as to the merits of entering into any form of transaction.*

*If you do not understand this legal notice then it is recommended that you seek independent legal advice.*

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## VALUATION REPORT

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**Report Date** 19 December 2017

**Addressees** The Directors  
Land Securities Group Plc  
100 Victoria Street  
London  
SW1E 5JL

Deutsche Trustee Company Limited (in its capacity as Obligor Security Trustee and Note Trustee)  
Winchester House  
1 Great Winchester Street  
London EC2N 2DB

Citigroup Global Markets Limited (as Arranger and Dealer)  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB

Lloyds Bank plc  
(in its capacity as Representative of the ACF Providers and Dealer)  
10 Gresham Street  
London EC2V 7AE

Banco Santander, SA (as Dealer)  
Ciudad Grupo Santander  
Edificio Encinar  
Avenida de Cantabria 28660,  
Boadilla del Monte  
Madrid

The Royal Bank of Scotland plc (as Dealer)  
135 Bishopsgate  
London EC2M 3UR

HSBC Bank (as Dealer)  
8 Canada Square  
London E14 5HQ

Land Securities Capital Markets PLC ("Issuer")  
5 Strand  
London WC2N 5AF

BNP Paribas (as Dealer)  
10 Harewood Avenue  
London NW1 6AA

LS Property Finance Company Limited  
("FinCo")  
5 Strand  
London WC2N 5AF  
(together referred to as the "Additional Parties")

For the attention of: Martin Greenslade Esq

### Terms

We refer to the Common Terms Agreement dated 3 November 2004, as amended from time to time, between, among other, Land Securities Capital Markets PLC, Land Securities PLC and Deutsche Trustee Company Limited ("the CTA")

We are instructed by Land Securities Group PLC to report to you our opinion as to the value of those properties (the "Mortgaged Properties") comprised in the Estate owned by the Company and its subsidiaries in the Security Group as at 30 September 2017 (the "Measurement Date")

We are also instructed by Land Securities Group PLC to report to you our opinion as to the value of those properties held in partnerships, interests of which have been included in the Security Group as Further Credit Assets ("FCA") (the "FCA Properties"), as defined in the CTA.

### The Properties

The Security Group Estate comprising 97 Mortgaged Properties and 19 FCA Properties as detailed below.

### Instruction

To value the freehold, long leasehold and short leasehold interests held in the properties on the basis of Fair Value (IFRS 13) as at the valuation date in accordance with the terms of engagement entered into between CBRE and the addressees dated 15 September 2015.

### Valuation Date

30 September 2017

### Capacity of Valuer

External Valuer, as defined in the RICS Valuation – Global Standards 2017.

### Purpose

Loan.

### Fair Value in accordance with IFRS 13

£12,173,839,000 (TWELVE BILLION ONE HUNDRED AND SEVENTY THREE MILLION EIGHT HUNDRED AND THIRTY NINE THOUSAND POUNDS) exclusive of VAT, as shown in the Schedule of Capital Values set out below in respect of the Mortgaged Properties held by the company and its subsidiaries.

£1,796,475,000 (ONE BILLION SEVEN HUNDRED AND NINETY SIX MILLION FOUR HUNDRED AND SEVENTY FIVE THOUSAND POUNDS) exclusive of VAT, in respect of the Further Credit Assets held by the company and its subsidiaries and shown at their shared ownership.



We confirm that the "Fair Value" reported above, for the purpose of financial reporting under International Financial Reporting Standards (IFRS), is effectively the same as "Market Value".

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

Where a property is owned by way of a joint tenancy in a trust for sale, or through an indirect investment structure, our valuation represents the relevant apportioned percentage of ownership of the value of the whole property, assuming full management control. Our valuation does not necessarily represent the 'Fair Value' (as defined by IFRS 13) of the interests in the indirect investment structure through which the property is held.

Our opinion of Fair Value (IFRS 13) is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm's length terms.

### **Tenure, Category, Region and Sector Analysis**

The Mortgaged Properties comprise 97 holdings as recognised by the Company. The valuation of the Mortgaged Properties by tenure and use is shown in Appendix 1. Short leasehold properties are defined as those leasehold properties having an unexpired term of less than 50 years at the Valuation Date. In accordance with the Company's accounting policy, those leasehold properties having an unexpired term in excess of 900 years at the Valuation Date are included within the total for freehold properties.

The Mortgaged Properties are categorised by the company as Investment Properties, Developments and Properties Held for Development as shown in Appendix 2. Those classed as Developments comprise part of the Company's Development Programme which includes projects which are completed but less than 95% let; developments on site; committed developments (being projects which are approved and the building contract let) and authorised developments (those projects approved by the board for which the building contract has not yet been let).

The Mortgaged Properties are also categorised by Region and Sector (as defined in the CTA).

### **Compliance with Valuation Standards**

The valuation has been prepared in accordance with the RICS Valuation – Global Standards 2017 which incorporate the International Valuation Standards and the RICS Valuation – Professional Standards UK January 2014 (revised April 2015) ("the Red Book").

We confirm that we have sufficient current local and national knowledge of the particular property market involved, and have the skills and understanding to undertake the valuation competently.

Where the knowledge and skill requirements of the Red Book have been met in aggregate by more than one valuer within CBRE Ltd, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of the Red Book.



This Valuation is a professional opinion and is expressly not intended to serve as a warranty, assurance or guarantee of any particular value of the subject property. Other valuers may reach different conclusions as to the value of the subject property. This Valuation is for the sole purpose of providing the intended user with the Valuer's independent professional opinion of the value of the subject property as at the valuation date.

### **Assumptions**

The property details on which each valuation are based are as set out in this report. We have made various assumptions as to tenure, letting, taxation, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

### **Variation from Standard Assumptions**

None

### **Verification**

We recommend that before any financial transaction is entered into based upon these valuations, you obtain verification of the information contained within our report and the validity of the assumptions we have adopted.

We would advise you that whilst we have valued the Properties reflecting current market conditions, there are certain risks which may be, or may become, uninsurable. Before undertaking any financial transaction based upon this valuation, you should satisfy yourselves as to the current insurance cover and the risks that may be involved should an uninsured loss occur.

### **Valuer**

The properties have been valued and inspected by valuers who are qualified for the purpose of the valuation in accordance with the Red Book.

### **Independence**

The total fees, including the fee for this assignment, earned by CBRE Ltd (or other companies forming part of the same group of companies within the UK) from the Addressee (or other companies forming part of the same group of companies) is less than 5.0% of the total UK revenues.

### **Conflicts of Interest**

CBRE provides Agency and other Professional Services to Land Securities Group Plc in respect of a number of the assets. We do not consider this to be a barrier to us valuing on your behalf. Where CBRE advises you on an acquisition, we recommend that you seek an alternative firm to value the asset at least once, in accordance with RICS guidelines.

From time to time, CBRE Ltd advise various occupiers some of whom may have units in the Properties; an information barrier exists between the teams.

We confirm copies of our conflict of interest checks have been retained within the working papers.

### **Disclosure**

CBRE and the principal signatory of this report have continuously been the signatory of valuations for the same addressee and valuation purpose as this report since September 2015.

CBRE Ltd has carried out Agency and Professional Services on behalf of the addressee for in excess of 20 years.

## Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents.

We would draw your attention to the fact that where our appointment is from an entity to which the European Parliament and Council Directive 2011/61/EU ('the Directive'), concerning Alternative Investment Fund Managers ('AIFM'), applies, our role is limited to providing valuations of individual property assets or liabilities (based on the assumptions as set out within our valuation report) – not the net asset value ('NAV') of either the Fund or the individual properties within the Fund. Furthermore, and for the avoidance of doubt, we are acting in the capacity of a 'valuation adviser' to the AIFM and not as an 'external valuer' as defined in the Directive. Details of any limitations to our liability in respect of the valuations we carry out are as set out within this report and our terms of engagement. You have confirmed that the 'valuation function' under the Directive is performed by the Alternative Investment Fund Manager itself – not CBRE.

Our maximum liability (in contract, tort, negligence or otherwise) to you and any third party entitled to rely on this report, howsoever arising in relation to this instruction, shall in no circumstances exceed £100 million (One Hundred Million Pounds).

## Publication

Neither the whole nor any part of our report nor any references thereto may be included in any published document, circular or statement nor published in any way without our prior written approval

Yours faithfully



**Nick Knight MRICS**  
**Executive Director**  
**RICS Registered Valuer**

For and on behalf of CBRE Limited

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**Executive Director**  
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For and on behalf of CBRE Limited

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## SOURCES OF INFORMATION AND SCOPE OF WORKS

**Sources of Information** We have carried out our work based upon information supplied to us by Land Securities Group Plc, as set out within this report, which we have assumed to be correct and comprehensive.

**The Properties** Our report contains a brief summary of the property details on which our valuation has been based.

**Inspections** We have inspected all of the properties within the past 12 months.

**Areas** We have not measured the properties but have relied upon the floor areas provided to us by Land Securities Group Plc, which we have assumed to be correct and comprehensive, and which you have advised us have been calculated using the Net Internal Area (NIA) measurement methodology as set out in the RICS Code of measuring practice (6th edition).

On the 1 January 2016 the 6<sup>th</sup> Edition of the RICS Code of Measuring Practice was replaced by the RICS Property Measurement, 1<sup>st</sup> Edition, which incorporates the International Property Measurement Standards ('IPMS'). It is mandatory for any office property measured after this date to be measured on the basis of the IPMS Standard for offices. However, it is not mandatory for all buildings to be remeasured on the basis of IPMS, unless a new measurement exercise is being undertaken. When we are provided with existing floor areas which have been measured in accordance with the RICS Code of Measuring Practice (6<sup>th</sup> Edition), where instructed to do so we will adopt and rely upon these areas.

**Environmental Matters** We have not undertaken, nor are we aware of the content of, any environmental audit or other environmental investigation or soil survey which may have been carried out on the properties and which may draw attention to any contamination or the possibility of any such contamination.

We have not carried out any investigations into the past or present uses of the properties, nor of any neighbouring land, in order to establish whether there is any potential for contamination and have therefore assumed that none exists.

**Services and Amenities** We understand that all main services including water, drainage, electricity and telephone are available to the properties.

None of the services has been tested by us.

**Repair and Condition** We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the Properties. We are unable, therefore, to give any assurance that the Properties are free from defect.

**Town Planning** We have not undertaken planning enquiries.

### **Titles, Tenures and Lettings**

Details of title/tenure under which the Properties are held and of lettings to which it is subject are as supplied to us. We have not generally examined nor had access to all the deeds, leases or other documents relating thereto. Where information from deeds, leases or other documents is recorded in this report, it represents our understanding of the relevant documents. We should emphasise, however, that the interpretation of the documents of title (including relevant deeds, leases and planning consents) is the responsibility of your legal adviser.

We have not conducted credit enquiries on the financial status of any tenants. We have, however, reflected our general understanding of purchasers' likely perceptions of the financial status of tenants.

## VALUATION ASSUMPTIONS

### Capital Values

Each valuation has been prepared on the basis of Fair Value, which is defined as:

"The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

"Fair Value", for the purpose of financial reporting under International Financial Reporting Standards, is effectively the same as "Market Value", which is defined as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and willing seller in an arm's-length transaction after proper marketing and where the parties had acted knowledgeably, prudently and without compulsion."

The valuation represents the figure that would appear in a hypothetical contract of sale at the valuation date. No adjustment has been made to this figure for any expenses of acquisition or realisation - nor for taxation which might arise in the event of a disposal.

No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charge.

No account has been taken of the availability or otherwise of capital based Government or European Community grants.

### Rental Values

Unless stated otherwise rental values indicated in our report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes, nor do they necessarily accord with the definition of Market Rent in the Red Book, which is as follows:

"The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

### The Properties

Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building.

Landlord's fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our valuations.

Process plant and machinery, tenants' fixtures and specialist trade fittings have been excluded from our valuations.

All measurements, areas and ages quoted in our report are approximate.

**Environmental Matters** In the absence of any information to the contrary, we have assumed that:

- (a) the Properties are not contaminated and are not adversely affected by any existing or proposed environmental law;
- (b) any processes which are carried out on the Properties which are regulated by environmental legislation are properly licensed by the appropriate authorities.
- (c) in England and Wales, the Properties possess current Energy Performance Certificates [EPCs] as required under the Government's Energy Performance of Buildings Directive – and that they have an energy efficient standard of 'E', or better. We would draw your attention to the fact that under the Energy Efficiency [Private Rented Property] [England and Wales] Regulations 2015 it will be unlawful for landlords to rent out a business premise from 1st April 2018 – unless the site has reached a minimum EPC rating of an 'E', or secured a relevant exemption. In Scotland, we have assumed that the Properties possess current Energy Performance Certificates [EPCs] as required under the Scottish Government's Energy Performance of Buildings [Scotland] Regulations – and that they meet energy standards equivalent to those introduced by the 2002 building regulations. We would draw your attention to the fact the Assessment of Energy Performance of Non-domestic Buildings [Scotland] Regulations 2016 came into force on 1st September 2016. From this date, building owners are required to commission an EPC and Action Plan for sale or new rental of non-domestic buildings bigger than 1,000 sq m that do not meet 2002 building regulations energy standards. Action Plans contain building improvement measures that must be implemented within 3.5 years, subject to certain exemptions.
- (d) the properties are either not subject to flooding risk or, if they are, that sufficient flood defences are in place and that appropriate building insurance could be obtained at a cost that would not materially affect the capital value.

High voltage electrical supply equipment may exist within, or in close proximity of, the Properties. The National Radiological Protection Board (NRPB) has advised that there may be a risk, in specified circumstances, to the health of certain categories of people. Public perception may, therefore, affect marketability and future value of the Property. Our valuation reflects our current understanding of the market and we have not made a discount to reflect the presence of this equipment.

**Repair and Condition** In the absence of any information to the contrary, we have assumed that:

- (a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the Properties;
- (b) the Properties are free from rot, infestation, structural or latent defect;
- (c) no currently known deleterious or hazardous materials or suspect techniques have been used in the construction of, or subsequent alterations or additions to, the Properties; and
- (d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Properties. Comments made in the property details do not purport to express an opinion about, or advise upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts.



**Title, Tenure, Lettings,  
Planning, Taxation and  
Statutory & Local  
Authority requirements**

Unless stated otherwise within this report, and in the absence of any information to the contrary, we have assumed that:

- (a) the Properties possess a good and marketable title free from any onerous or hampering restrictions or conditions;
- (b) the buildings have been erected either prior to planning control, or in accordance with planning permissions, and have the benefit of permanent planning consents or existing use rights for their current use;
- (c) the Properties are not adversely affected by town planning or road proposals;
- (d) the buildings comply with all statutory and local authority requirements including building, fire and health and safety regulations;
- (e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of the Properties to comply with the provisions of the Disability Discrimination Act 1995 (in Northern Ireland) or the Equality Act 2010 (in the rest of the UK);
- (f) all rent reviews are upward only and are to be assessed by reference to full current market rents;
- (g) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;
- (h) tenants will meet their obligations under their leases, and are responsible for insurance, payment of business rates, and all repairs, whether directly or by means of a service charge;
- (i) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;
- (j) where more than 50% of the floorspace of the Properties are in residential use, the Landlord and Tenant Act 1987 (the "Act") gives certain rights to defined residential tenants to acquire the freehold/head leasehold interest in the Properties. Where this is applicable, we have assumed that necessary notices have been given to the residential tenants under the provisions of the Act, and that such tenants have elected not to acquire the freehold/head leasehold interest. Disposal on the open market is therefore unrestricted;
- (k) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required; and
- (l) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy.
- (m) Stamp Duty Land Tax (SDLT) – or, in Scotland, Land and Buildings Transaction Tax (LABTT) – will apply at the rate currently applicable.

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## TENURE, CATEGORY, REGION AND SECTOR APPENDICES

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## Appendix 1

### Land Securities PLC The Mortgaged Properties - Valuation by Tenure and Sector

30 September 2017

Property Type	Freehold	Leasehold > 50 yrs. to run	Leasehold < 50 yrs. to run	Total	% of Total
<b>Offices</b>					
London	£3,930,825,000	£1,827,250,000	£0	£5,758,075,000	47.3%
Elsewhere in the UK	£0	£16,750,000	£0	£16,750,000	0.1%
<b>Shops and Shopping Centres</b>					
London	£1,513,980,000	£293,400,000	£0	£1,807,380,000	14.8%
Elsewhere in the UK	£2,024,900,000	£1,028,150,000	£0	£3,053,050,000	25.1%
<b>Retail Warehouse and Food Superstores</b>	£776,850,000	£72,100,000	£0	£848,950,000	7.0%
<b>Residential</b>	£48,775,000	£0	£0	£48,775,000	0.4%
<b>Leisure and Hotels</b>	£59,950,000	£568,600,000	£12,309,000	£640,859,000	5.3%
<b>Total</b>	<b>£8,355,280,000</b>	<b>£3,806,250,000</b>	<b>£12,309,000</b>	<b>£12,173,839,000</b>	<b>100.0%</b>
Percentage by Tenure	68.6%	31.3%	0.1%	100.0%	

Notes:

- 1) The Freehold totals include values of leaseholds with unexpired terms in excess of 900 years.

## Appendix 2

### Land Securities PLC The Mortgaged Properties - Valuation by Category and Tenure

30 September 2017

Category	Freehold	Leasehold		Total	% of Total
		> 50 yrs. to run	< 50 yrs. to run		
Investment	£7,535,030,000	£3,039,050,000	£12,309,000	£10,586,389,000	87.0%
Development	£820,250,000	£767,200,000	£0	£1,587,450,000	13.0%
Held for Development	£0	£0	£0	£0	0.0%
<b>Total</b>	<b>£8,355,280,000</b>	<b>£3,806,250,000</b>	<b>£12,309,000</b>	<b>£12,173,839,000</b>	<b>100.0%</b>
Percentage by Tenure	68.6%	31.3%	0.1%	100.0%	

## Appendix 3

### Land Securities PLC The Mortgaged Properties - Valuation by Region and Sector

30 September 2017

Property Location	Offices	Shopping Centres & Shops	Retail Warehouses	Residential	Leisure & Hotels	Location Total
London	£5,758,075,000	£1,807,380,000	£28,200,000	£48,775,000	£406,959,000	£8,049,389,000
South East & Eastern	-	£1,399,700,000	£500,600,000	-	£67,300,000	£1,967,600,000
Wales & South West	-	£147,800,000	£69,400,000	-	£23,300,000	£240,500,000
Midlands	-	-	£82,500,000	-	£49,200,000	£131,700,000
North	£16,750,000	£1,114,150,000	£130,250,000	-	£60,300,000	£1,321,450,000
Scotland	-	£391,400,000	£38,000,000	-	£33,800,000	£463,200,000
<b>Total</b>	<b>£5,774,825,000</b>	<b>£4,860,430,000</b>	<b>£848,950,000</b>	<b>£48,775,000</b>	<b>£640,859,000</b>	<b>£12,173,839,000</b>

### Land Securities PLC The Mortgaged Properties - Valuation by Region and Sector - % as at 30 September 2017

Property Location	Offices	Shopping Centres & Shops	Retail Warehouses	Residential	Leisure & Hotels	Location Total
London	47.3%	14.8%	0.2%	0.4%	3.3%	66.1%
South East & Eastern	-	11.5%	4.1%	-	0.6%	16.2%
Wales & South West	-	1.2%	0.6%	-	0.2%	2.0%
Midlands	-	-	0.7%	-	0.4%	1.1%
North	0.1%	9.2%	1.1%	-	0.5%	10.9%
Scotland	-	3.2%	0.3%	-	0.3%	3.8%
<b>Total</b>	<b>47.4%</b>	<b>39.9%</b>	<b>7.0%</b>	<b>0.4%</b>	<b>5.3%</b>	<b>100.0%</b>

## Appendix 4

Land Securities PLC  
The Mortgaged Properties - by Value

30 September 2017

Property Value Bracket	Total Value	Value %	Number of Properties
<£10m	£78,249,000	0.6%	16
>£10m - <£25m	£379,890,000	3.1%	24
>£25m - <£50m	£311,800,000	2.6%	9
>£50m - <£100m	£1,642,950,000	13.5%	22
>£100m	£9,760,950,000	80.2%	31
<b>Total</b>	<b>£12,173,839,000</b>	<b>100.0%</b>	<b>102</b>

## Appendix 5

Land Securities PLC  
The Mortgaged Properties - Top 10 Holdings by Value by Share

30 September 2017

Rank	Property	Location	Reference	Comment
1	<b>New Street Square</b>	London EC4	6788	Completed in 2008 the property provides 28,121 sq m (270,400 sq ft), modern office accommodation together with ground floor retail and restaurant uses. Tenants include Deloitte, Taylor Wessing and Speechly Bircham.
2	<b>Cardinal Place</b>	London SW1	9516	A major West End holding completed in 2005/6. The 62,325 sq m (670,868 sq ft) scheme comprises modern offices in three buildings with ground floor retail and ancillary uses including a major Marks and Spencer store and a number of restaurants.
3	<b>One New Change</b>	London EC4	6797	A prominent island site overlooking St Paul's Cathedral. One New Change comprises circa 20,903 sq m (225,000 Sq ft) of retail and 30,658 Sq m (330,000 sq ft) of offices. Office tenants include K&L Gates, AXA and CME Operations Ltd.
4	<b>Bluewater</b>	Greenhithe	4447	Bluewater shopping centre opened in 1999 is located in Greenhithe, Kent. This 1,675,000 sq ft centre offers over 300 retail units is anchored by John Lewis, House of Fraser and Marks and Spencer and includes cafes, bars, restaurants and a Showcase cinema. Other retailers include H&M, Zara, Victoria's Secret, Ted Baker, Top Shop, Next and Reiss.
5	<b>Leeds Trinity</b>	Leeds	5736	Trinity Centre is a redevelopment of the former Trinity and Burtons Arcade and the remodelling/development of Leeds Shopping Plaza, to provide an integrated shopping centre of c.62,700 sq m (675,000 Sq ft) net internal (lettable) space. The scheme provides some 120 units anchored by Marks and Spencer's, Next, Boots, H&M and Primark, and includes restaurant and leisure facilities.
6	<b>Gunwharf</b>	Portsmouth	7577	A major waterfront designer outlet centre and leisure property built in 2001 providing a total over 48,500 sq m (525,000 Sq ft) with 87 shops, restaurants, bars and nightclub/leisure uses including a cinema, hotel and bowling alley. The scheme includes retailers including Polo Ralph Lauren, Michael Kors, Nike and Marks and Spencer.
7	<b>Queen Anne's Mansions</b>	London SW1	7382	The property comprises an office building of 353,680 sq ft, which is entirely let to the Ministry of Justice until 2028, with a break in 2026.
8	<b>White Rose Centre</b>	Leeds	5715	Opened in 1997, the shopping centre is located on the edge of Leeds and is anchored by a Debenhams department store and Sainsbury's supermarket. The 776,000 sq ft scheme has 11 major space units, a further 73 shops, a food court and now includes the newly opened upsized Next (formerly BHS) store. The recent leisure extension which includes a cinema and six restaurant units opened in the summer of 2017 and are all fully let.
9	<b>62 Buckingham Gate</b>	London SW1	9493	Situated on the north-side of Victoria Street, just east of Westminster City Hall, this completed development provides 1,446 sq m (15,573 sq ft) of retail and 24,123 sq (259,659 sq ft) of offices. The retail is let to Leon Restaurant, Benugo and Mitchells & Butler. The offices are let to tenants that include Rolls Royce, Schlumberger, World Fuel and the Gates Foundation.
10	<b>Piccadilly Lights</b>	London W1	8558	Located on the north side of Piccadilly Circus, the property comprises retail, restaurants, offices, residential and advertising signage. The principal retail units are let to Barclays Bank, Boots and Gap. Three of the screens are let to Coca-Cola, Hyundai and Samsung. The majority of the site (excluding these three main retail units, has planning consent for redevelopment to provide new Grade A offices, with ancillary retail.

### Notes:

- 1) Total value of the Top 10 assets by share is £5,656,050,000 (46.5% of the total value of properties by share)



## Appendix 6

### Land Securities PLC The Mortgaged Properties - Valuation by Sector

30 September 2017

Property Type	Fair Value £	Net Rental Income £p.a	Gross Rental Value £p.a
<b>Offices</b>			
London	£5,758,075,000	£200,604,462	£288,245,764
Elsewhere in the UK	£16,750,000	£365,883	£2,276,851
<b>Shops and Shopping Centres</b>			
London	£1,807,380,000	£57,655,096	£86,796,924
Elsewhere in the UK	£3,053,050,000	£146,897,911	£181,725,656
<b>Retail Warehouse and Food Superstores</b>	£848,950,000	£50,657,746	£51,722,964
<b>Residential</b>	£48,775,000	£498,303	£601,126
<b>Leisure and Hotels</b>	£640,859,000	£35,800,309	£38,554,807
<b>Total</b>	<b>£12,173,839,000</b>	<b>£492,479,710</b>	<b>£649,924,092</b>
<b>Percentage</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

## Pro Forma Final Terms

In Chapter 13 “*Pro Forma Final Terms*” the following words: “Note Issuance Programme in the amount of £6,000,000,000 (the “Programme”)” are deleted and replaced with “£6,000,000,000 Multicurrency Programme for the issuance of Notes”.

## Amendments to the Common Terms Agreement

On 29 September 2017, the Obligor Security Trustee consented to amend the Common Terms Agreement as summarised below, in accordance with the terms of the Security Trust and Intercreditor Deed. On 29 September 2017, the Obligor Security Trustee entered into an amendment agreement with the Principal Obligor, (the “**Amendment Agreement**”) in order to implement these amendments by amending and restating the Common Terms Agreement.

As such, in accordance with the terms of the Amendment Agreement the terms of the Common Terms Agreement have been amended, inter alia, to allow Land Securities PLC to deposit into the Debt Collateralisation Account any Notes which have been purchased by the Principal Obligor from time to time. As a consequence of this amendment, the Principal Obligor has entered into a custody agreement for the operation of the account through which the Notes will be held and has granted a fixed charge to the Obligor Security Trustee over its rights under that agreement.

In addition, each of the Sector Concentration Limit Property Covenant and the Geographic Concentration Limit Property Covenant were amended to increase the maximum percentage of Total Collateral Value applicable to certain Sectors and Regions as set out in the tables below.

Accordingly, the table on page 118 of the Base Prospectus setting out the Sector Concentration Limit Property Covenant is deleted and replaced by the following:

SECTOR	MAXIMUM PERCENTAGE OF TOTAL COLLATERAL VALUE
Office Sector	85%
Shopping Centres and Shops Sector	100%
Retail Warehouse Sector	55%
Industrial Sector	20%
Residential Sector	20%
Leisure and Hotels Sector	25%
Other Sector	15%

and the table on page 119 of the Base Prospectus setting out the Geographic Concentration Limit Property Covenant is deleted and replaced by the following table:

<b>REGION</b>	<b>MAXIMUM PERCENTAGE OF TOTAL COLLATERAL VALUE</b>
London	100%
Rest of South East and Eastern	70%
Midlands	40%
Wales and South West	40%
North	40%
Scotland and Northern Ireland	40%
Non-UK	5%

A copy of the Amendment Agreement may be inspected in physical form during usual business hours (upon the giving of 24 hours' notice) at the registered office of the Issuer.

### **The Board of Directors of Land Securities Group PLC**

The list of directors of Land Securities Group PLC on page 196 of the Base Prospectus (Chapter 8 "*Land Securities Group PLC*") is amended to:

- (a) remove Kevin O'Byrne as a director;
- (b) include Colette O'Shea (business address: 100 Victoria Street, London SW1E 5JL) as Managing Director, London Portfolio, with effect from 1 January 2018; and
- (c) include Scott Parsons (business address: 100 Victoria Street, London SW1E 5JL) as Managing Director, Retail Portfolio, with effect from 1 January 2018.

There is no potential conflict of interest between any duties to Land Securities Group PLC of Colette O'Shea or Scott Parsons and their private interests and/or other duties.

### **General Information**

There has been no significant change in the trading or financial position of FinCo since 31 March 2017 and there has been no material adverse change in the prospects of FinCo since 31 March 2017.

There has been no significant change in the trading or financial position of the Land Securities Group since 30 September 2017.

At the request of the Issuer, CBRE Limited has given and not withdrawn its written consent to the inclusion herein of its report or review or references to it, as applicable, in the form and context in which it appears. CBRE Limited has no material interest in the Issuer or FinCo.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above 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.

For so long as the Programme remains in effect or any Notes are outstanding, copies of this Supplement, the Half-yearly Report 2017, Finco's 2017 Results and the CBRE Valuation Report September 2017 can be inspected in physical form during usual business hours at the registered office of the Issuer.