

SUPPLEMENT DATED 8 MARCH 2012 TO THE PROSPECTUS DATED 11 JANUARY 2012

Everything Everywhere Finance PLC

(incorporated as a public limited company in England and Wales under the Companies Act 2006 with registered number 7844526)

£3,000,000,000 Euro Medium Term Note Programme

Unconditionally and irrevocably guaranteed by

Everything Everywhere Limited

(incorporated as a private limited company in England and Wales under the Companies Act 1985 with registered number 02382161)

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 11 January 2012 (the "**Base Prospectus**", which definition includes the Base Prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the £3,000,000,000 Euro Medium Term Note Programme (the "**Programme**") established by Everything Everywhere Finance PLC (the "**Issuer**") and Everything Everywhere Limited (the "**Guarantor**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to and updates the Base Prospectus and must be read in conjunction with, and forms part of the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer and the Guarantor.

This Supplement has been approved by the United Kingdom Financial Services Authority, which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") and relevant implementing measures in the United Kingdom, as a supplement to the Base Prospectus. The Base Prospectus constitutes a base prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor (each of whom 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.

On 8 March 2012, the Guarantor released its audited consolidated financial statements for the year ended 31 December 2011 prepared in accordance with International Financial Reporting Standards and the auditor's report thereon and the notes thereto, (the "**2011 Financial Statements**"). By virtue of this Supplement, the 2011 Financial Statements are incorporated by reference in and form part of this Supplement, and are thereby incorporated in and form part of

the Base Prospectus. A copy of the 2011 Financial Statements has been filed with the Regulatory News Service (the "**RNS**") and the National Storage Mechanism.

To the extent 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 in the Base Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement and the Base Prospectus, the Issuer and the Guarantor are not aware of any other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

Copies of all documents or information incorporated by reference in the Base Prospectus will be made available for viewing on the RNS, as described in the Base Prospectus.