



## SEGRO plc

*(Incorporated as a public limited company in England and Wales with registered office at 1 New Burlington Place, London, England, W1S 2HR with registered number 00167591)*

**Legal entity identifier (LEI):** 213800XC35KGM9NFC641

## SEGRO Capital S.à.r.l.

*(a private limited liability company (société à responsabilité limitée), incorporated under the laws of the Grand Duchy of Luxembourg ("Luxembourg"), having its registered office at 35-37, avenue de la Liberté, L-1931 Luxembourg, Grand Duchy of Luxembourg and registered with the Registre de Commerce et des Sociétés, Luxembourg (the "RCS Luxembourg") under the number B256102)*

**Legal entity identifier (LEI):** 549300HY425AKJLQVX75

**£5,000,000,000**

## Euro Medium Term Note Programme

*guaranteed (in the case of Notes issued by SEGRO Capital S.à.r.l.) by*

## SEGRO plc

This supplement (the "**Supplement**", which definition shall also include all information incorporated by reference herein) to the base prospectus dated 7 June 2023 (the "**Base Prospectus**", which definition shall also include the base prospectus as supplemented, amended or updated from time to time, including by the supplements dated 27 July 2023 and 16 February 2024, and includes all information incorporated by reference therein), which constitutes a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the £5,000,000,000 Euro Medium Term Note Programme established by SEGRO plc (the "**Company**") and SEGRO Capital S.à.r.l. (each an "**Issuer**" and, together, the "**Issuers**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with, and forms part of, the Base Prospectus.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers or the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in any Notes. The FCA only approves this Supplement

as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation.

To the extent that any document or information incorporated by reference or attached to this Supplement itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the UK Prospectus Regulation, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

The Base Prospectus, this Supplement and copies of documents incorporated by reference in the Base Prospectus are available on the website of the London Stock Exchange at <https://www.londonstockexchange.com/news?tab=news-explorer>.

Each Issuer accepts responsibility for the information contained in this Supplement and declares that, to the best of their knowledge, the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

### **Purpose of this Supplement**

The purpose of this Supplement is to update the section of the Base Prospectus entitled “*Documents Incorporated by Reference*” beginning on page 43 of the Base Prospectus by incorporating by reference the Company's audited annual financial statements for the year ended 31 December 2023 and the audit report thereon, which forms part of the Company's annual report for the year ended 31 December 2023.

### **Updates to Documents Incorporated by Reference**

In the section of the Base Prospectus entitled “*Documents Incorporated by Reference*”:

- (i) the following paragraph shall be added on page 44 as a new paragraph (v):
  - (v) *the auditors' report and audited consolidated annual financial statements of the Company for the financial year ended 31 December 2023 which appear on pages 134 to 193 of the annual report for the year ended 31 December 2023 (the “**2023 Annual Report**”).*

*The following information appears on the pages of the 2023 Annual Report as set out below:*

#### **2023 Annual Report**

<i>Audit Report</i>	<i>Pages 134 to 141</i>
<i>Consolidated Income Statement</i>	<i>Page 142</i>
<i>Consolidated Statement of Comprehensive Income</i>	<i>Page 142</i>

<i>Balance Sheets</i>	<i>Page 143</i>
<i>Consolidated Statement of Changes in Equity</i>	<i>Pages 144 to 145</i>
<i>Consolidated Statement of Cash Flows</i>	<i>Page 146</i>
<i>Notes to Consolidated Financial Statements</i>	<i>Pages 147 to 192</i>
<i>Five-year Financial Results</i>	<i>Page 193</i>

(which can be accessed at  
[https://www.segro.com/media/0r4biubx/segro\\_ar2023.pdf](https://www.segro.com/media/0r4biubx/segro_ar2023.pdf))

- (ii) the paragraph on page 44 beginning “*SEGRO Capital’s (i) financial statements...*” shall be amended by the deletion of the strikethrough text and inclusion of the underlined text shown below:

*“SEGRO Capital’s (i) financial statements as of 31 December 2021 for the period from 4 June 2021 (its date of incorporation) to 31 December 2021 are included in the 2021 consolidated Group financial statements, ~~and (ii) financial statements as of 31 December 2022 for the period from 1 January 2022 to 31 December 2022 are included in the 2022 Group financial statements, and (iii) financial statements as of 31 December 2023 for the period from 1 January 2023 to 31 December 2023 are included in the 2023 Group financial statements.~~”*

#### **General**

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

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