

**SUPPLEMENT DATED 12 APRIL 2019 TO THE BASE PROSPECTUS DATED 20 APRIL 2018 AS PREVIOUSLY SUPPLEMENTED BY THE FIRST SUPPLEMENT DATED 8 OCTOBER 2018, THE SECOND SUPPLEMENT DATED 23 NOVEMBER 2018, THE THIRD SUPPLEMENT DATED 19 FEBRUARY 2019 AND THE FOURTH SUPPLEMENT DATED 8 APRIL 2019**



## **CPI PROPERTY GROUP**

a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 40, rue de la Vallée, L-2661 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B102254

## **EUR 5,000,000,000 Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Base Prospectus dated 20 April 2018 as previously supplemented by the First Supplement (the **First Supplement**) dated 8 October 2018, the Second Supplement (the **Second Supplement**) dated 23 November 2018, the Third Supplement (the **Third Supplement**) dated 19 February 2019 and the Fourth Supplement (the **Fourth Supplement**) dated 8 April 2019 (the **Base Prospectus**) constitutes a prospectus supplement for the purposes of Article 16 of Directive 2003/71/EC (as amended or superseded, the **Prospectus Directive**). This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and is prepared in connection with the EUR 5,000,000,000 Euro Medium Term Note Programme established by CPI Property Group (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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.

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.

### **Purpose of the Supplement**

The purpose of this Supplement is to update the section of the Base Prospectus entitled "*Description of the Issuer*".

### **Description of the Issuer**

With effect from the date of this Supplement, the information appearing on page 163 of the Base Prospectus under the heading "*Description of the Issuer – Litigation – Kingstown*" , as previously amended by the Second Supplement, shall be further amended by the addition of the following paragraph:

"On 10 April 2019, Kingstown Capital Management L.P., Kingstown Partners Master LTD, Kingstown Partners II, L.P., Ktown L.P., Kingstown Capital Partners LLC, Investhold LTD and Verali Limited (together, the **Kingstown Plaintiffs**) filed a claim with the United States District Court of the Southern District of New York against, among others, the Issuer and Mr Radovan Vitek (together the **Defendants**). The claims brought by the Kingstown Plaintiffs against the Issuer include (i) violations of RICO, 18 U.S.C. § 1962(c) and Federal Civil RICO, 18 U.S.C. § 1962(d) and (ii) conversion. The Issuer believes that the claims are without merit and intends to vigorously contest them. For more information on the previously disclosed dispute between Kingstown and the Issuer before the Luxembourg District Court, see Note 8 to the 2018 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 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 Fourth Supplement.