

PRICING SUPPLEMENT

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union Withdrawal Act 2018, as amended (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK MiFIR**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

16 September 2024

Haleon UK Capital plc

(Legal Entity Identifier: 5493004B26DRJNN0OV17)

Issue of €750,000,000 2.875 per cent. Notes due 18 September 2028 Guaranteed by Haleon plc

under the £10,000,000,000 Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Listing Particulars dated 3 May 2024 and the supplementary listing particulars dated 9 September 2024 (together the “**Listing Particulars**”). This document constitutes the Pricing Supplement of the Notes and must be read in conjunction with the Listing Particulars in order to obtain all the relevant information. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars. Copies of such Listing Particulars are available for viewing at the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>).

- | | | | |
|----|-----|---|---|
| 1. | (a) | Issuer: | Haleon UK Capital plc |
| | (b) | Guarantor: | Haleon plc |
| 2. | (a) | Series Number: | 7 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes shall be consolidated and form a single series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Euro (“€”) |
| 4. | | Aggregate Nominal Amount: | €750,000,000 |
| | (a) | Series: | €750,000,000 |
| | (b) | Tranche: | €750,000,000 |
| 5. | | Issue Price: | 99.661 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000 |
| | (b) | Calculation Amount (in relation to calculation of interest in global form, see Conditions): | €1,000 |
| 7. | (a) | Issue Date: | 18 September 2024 |
| | (b) | Interest Commencement Date: | Issue Date |

- | | | |
|-----|---|---|
| 8. | Maturity Date: | 18 September 2028 |
| 9. | Interest Basis: | 2.875 per cent. Fixed Rate |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest: | Not Applicable |
| 12. | Put/Call Options: | Issuer Residual Call
Make-Whole Redemption by the Issuer
Issuer Maturity Call
Change of Control Put Option |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| 14. | Date Board approval for issuance of Notes and Guarantee obtained: | In relation to the Issuer: 5 September 2024
In relation to the Guarantor: 23 May 2022 and 30 July 2024 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--|---|
| 15. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate(s) of Interest: | 2.875 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 18 September in each year, commencing on 18 September 2025, up to and including the Maturity Date |
| | (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): | €28.75 per Calculation Amount |
| | (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): | Not Applicable |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) Determination Date(s): | 18 September in each year |

(g) Other terms relating to the method of calculating interest for Fixed Rate Notes: Not Applicable

16. Floating Rate Note Provisions: Not Applicable

17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Issuer Call: Not Applicable

19. Issuer Residual Call: Applicable

Residual Call Early Redemption Amount: €1,000 per Calculation Amount

20. Make-Whole Redemption by the Issuer: Applicable

(a) Make-Whole Redemption Margin: 20 basis points

(b) Reference Bond: German *Bundesobligationen* (DBR 0.250 per cent. due 15 August 2028 (ISIN: DE0001102457))

(c) Quotation Time: 5.00 p.m. Brussels time

(d) Reference Bond Reference Rate Determination Date: The third Business Day preceding the relevant Make-Whole Redemption Date

(e) If redeemable in part: Not Applicable

21. Issuer Maturity Call: Applicable

22. Investor Put: Not Applicable

23. Change of Control Put Option: Applicable

Change of Control Redemption Amount: €1,000 per Calculation Amount

24. Final Redemption Amount of each Note: €1,000 per Calculation Amount

25. Early Redemption Amount per Calculation Amount payable on redemption for taxation reasons or on event of default: €1,000 per Calculation Amount


GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|---|---|
| 26. | Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event |
| 27. | New Global Note: | Yes |
| 28. | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| 29. | Additional Financial Centre(s): | Not Applicable |

THIRD PARTY INFORMATION


The description of the ratings in paragraph 2 of Part B of this Pricing Supplement has been extracted from the websites of Moody’s and S&P (each as defined below). Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody’s and S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:  _____

Duly authorised

Signed on behalf of the Guarantor:

By:  _____

By: _____

Duly authorised

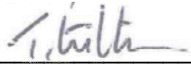
Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

By:  _____

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the International Securities Market of the London Stock Exchange with effect from 18 September 2024.

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated Baa1 by Moody's Investors Service Limited ("**Moody's**") and BBB+ by S&P Global Ratings UK Limited ("**S&P**").

Obligations rated 'Baa' by Moody's are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '1' indicates a ranking in the higher end of that generic rating category (Source: <https://ratings.moodys.com/rmc-documents/53954>).

An obligation rated 'BBB' by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories (Source: https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352).

Each of Moody's and S&P is established in the UK and is registered under Regulation (EC) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA.

Each of Moody's and S&P is not established in the EEA and has not applied for registration under Regulation (EC) No. 1060/2009 (the "**EU CRA Regulation**") and its ratings are expected to be endorsed by Moody's Deutschland GmbH and S&P Global Ratings Europe Limited, respectively, in accordance with the EU CRA Regulation. Each of Moody's Deutschland GmbH and S&P Global Ratings Europe Limited is established in the EEA and registered under the EU CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have

engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4. **USE OF PROCEEDS**

Use of Proceeds: General corporate purposes including the partial repayment of existing debt.

5. **ESTIMATED TOTAL EXPENSES RELATED TO ADMISSION TO TRADING**

Estimated total expenses related to £6,050
admission to trading:

6. **ESTIMATED NET AMOUNT OF PROCEEDS**

Estimated Net Amount of Proceeds: €745,582,500

7. **YIELD**

Indication of yield: 2.966 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

8. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS2902024772

(ii) Common Code: 290202477

(iii) CFI: See the website of the Association of National Numbering Agencies (“**ANNA**”) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(iv) FISN: See the website of the ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(vi) Name(s) and address(es) of the initial Paying Agent(s): Deutsche Bank AG, London Branch
21 Moorfields
London EC2Y 9DB

United Kingdom

Deutsche Bank Luxembourg S.A.
2, boulevard Konrad Adenauer
L-1115 Luxembourg

(vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

9. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: Barclays Bank PLC
BNP Paribas
J.P. Morgan Securities plc
Merrill Lynch International
Banco Santander, S.A.
Citigroup Global Markets Limited
Deutsche Bank AG, London Branch
Goldman Sachs International
HSBC Bank plc
ING Bank N.V.
Mizuho International plc
RBC Europe Limited
Standard Chartered Bank

(B) Stabilisation Manager(s) (if any): Merrill Lynch International

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D

(v) US Selling Restrictions: Reg. S. Compliance Category 2; TEFRA D

(vi) Prohibition of Sales to EEA Retail Investors: Applicable

(vii) Prohibition of Sales to UK Retail Investors: Applicable

PRICING SUPPLEMENT

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**EU MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union Withdrawal Act 2018, as amended (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK MiFIR**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in the UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

16 September 2024

Haleon UK Capital plc

(Legal Entity Identifier: 5493004B26DRJNN0OV17)

Issue of £300,000,000 4.625 per cent. Notes due 18 September 2033 Guaranteed by Haleon plc

under the £10,000,000,000 Euro Medium Term Note Programme

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Listing Particulars dated 3 May 2024 and the supplementary listing particulars dated 9 September 2024 (together the “**Listing Particulars**”). This document constitutes the Pricing Supplement of the Notes and must be read in conjunction with the Listing Particulars in order to obtain all the relevant information. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Listing Particulars. Copies of such Listing Particulars are available for viewing at the website of the London Stock Exchange through a regulatory information service (<http://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>).

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|----|-----|---|---|
| 1. | (a) | Issuer: | Haleon UK Capital plc |
| | (b) | Guarantor: | Haleon plc |
| 2. | (a) | Series Number: | 6 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes shall be consolidated and form a single series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Pounds Sterling (“£”) |
| 4. | | Aggregate Nominal Amount: | £300,000,000 |
| | (a) | Series: | £300,000,000 |
| | (b) | Tranche: | £300,000,000 |
| 5. | | Issue Price: | 99.511 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000 |
| | (b) | Calculation Amount (in relation to calculation of interest in global form, see Conditions): | £1,000 |
| 7. | (a) | Issue Date: | 18 September 2024 |
| | (b) | Interest Commencement Date: | Issue Date |

- | | | |
|-----|---|---|
| 8. | Maturity Date: | 18 September 2033 |
| 9. | Interest Basis: | 4.625 per cent. Fixed Rate |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | Change of Interest: | Not Applicable |
| 12. | Put/Call Options: | Make-Whole Redemption by the Issuer
Issuer Maturity Call
Change of Control Put Option |
| 13. | (a) Status of the Notes: | Senior |
| | (b) Status of the Guarantee: | Senior |
| 14. | Date Board approval for issuance of Notes and Guarantee obtained: | In relation to the Issuer: 5 September 2024
In relation to the Guarantor: 23 May 2022 and 30 July 2024 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--|---|
| 15. | Fixed Rate Note Provisions: | Applicable |
| | (a) Rate(s) of Interest: | 4.625 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 18 September in each year, commencing on 18 September 2025, up to and including the Maturity Date |
| | (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): | £46.25 per Calculation Amount |
| | (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form, see Conditions): | Not Applicable |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) Determination Date(s): | 18 September in each year |
| | (g) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |

16. Floating Rate Note Provisions: Not Applicable
17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Issuer Call: Not Applicable
19. Issuer Residual Call: Not Applicable
20. Make-Whole Redemption by the Issuer: Applicable
- (a) Make-Whole Redemption Margin: 15 basis points
- (b) Reference Bond: United Kingdom Treasury Gilt 0.875 per cent. due 31 July 2033 (ISIN: GB00BM8Z2S21)
- (c) Quotation Time: 5.00 p.m. London time
- (d) Reference Bond Reference Rate Determination Date: The third Business Day preceding the relevant Make-Whole Redemption Date
- (e) If redeemable in part: Not Applicable
21. Issuer Maturity Call: Applicable
22. Investor Put: Not Applicable
23. Change of Control Put Option: Applicable
- Change of Control Redemption Amount: £1,000 per Calculation Amount
24. Final Redemption Amount of each Note: £1,000 per Calculation Amount
25. Early Redemption Amount per Calculation Amount payable on redemption for taxation reasons or on event of default: £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

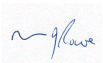
26. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event

- | | | |
|-----|---|--|
| 27. | New Global Note: | Yes |
| 28. | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |
| 29. | Additional Financial Centre(s): | Not Applicable |

THIRD PARTY INFORMATION

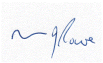
The description of the ratings in paragraph 2 of Part B of this Pricing Supplement has been extracted from the websites of Moody’s and S&P (each as defined below). Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody’s and S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:  _____

Duly authorised

Signed on behalf of the Guarantor:

By:  _____

By: _____

Duly authorised


Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

By:  _____

Duly authorised

PART B - OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the International Securities Market of the London Stock Exchange with effect from 18 September 2024.

2. RATINGS

Ratings: The Notes to be issued are expected to be rated Baa1 by Moody's Investors Service Limited ("**Moody's**") and BBB+ by S&P Global Ratings UK Limited ("**S&P**").

Obligations rated 'Baa' by Moody's are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '1' indicates a ranking in the higher end of that generic rating category (Source: <https://ratings.moodys.com/rmc-documents/53954>).

An obligation rated 'BBB' by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. Ratings from 'AA' to 'CCC' may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories (Source: https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352).

Each of Moody's and S&P is established in the UK and is registered under Regulation (EC) No. 1060/2009 as it forms part of UK domestic law by virtue of the EUWA.

Each of Moody's and S&P is not established in the EEA and has not applied for registration under Regulation (EC) No. 1060/2009 (the "**EU CRA Regulation**") and its ratings are expected to be endorsed by Moody's Deutschland GmbH and S&P Global Ratings Europe Limited, respectively, in accordance with the EU CRA Regulation. Each of Moody's Deutschland GmbH and S&P Global Ratings Europe Limited is established in the EEA and registered under the EU CRA Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have

engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4. **USE OF PROCEEDS**

Use of Proceeds: General corporate purposes including the partial repayment of existing debt.

5. **ESTIMATED TOTAL EXPENSES RELATED TO ADMISSION TO TRADING**

Estimated total expenses related to £5,850
admission to trading:

6. **ESTIMATED NET AMOUNT OF PROCEEDS**

Estimated Net Amount of Proceeds: £297,483,000

7. **YIELD**

Indication of yield: 4.693 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

8. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS2902086706

(ii) Common Code: 290208670

(iii) CFI: See the website of the Association of National Numbering Agencies (“**ANNA**”) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(iv) FISN: See the website of the ANNA or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(vi) Name(s) and address(es) of the initial Paying Agent(s): Deutsche Bank AG, London Branch
21 Moorfields
London EC2Y 9DB

United Kingdom

Deutsche Bank Luxembourg S.A.
2, boulevard Konrad Adenauer
L-1115 Luxembourg

- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

9. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (A) Names of Managers: Barclays Bank PLC
BNP Paribas
J.P. Morgan Securities plc
Merrill Lynch International
Banco Santander, S.A.
Citigroup Global Markets Limited
Deutsche Bank AG, London Branch
Goldman Sachs International
HSBC Bank plc
ING Bank N.V.
Mizuho International plc
RBC Europe Limited
Standard Chartered Bank
- (B) Stabilisation Manager(s) (if any): Merrill Lynch International
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA D
- (v) US Selling Restrictions: Reg. S. Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to EEA Retail Investors: Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Applicable