FINAL TERMS FOR NOTES

8 February 2022

Close Brothers Finance plc
Legal Entity Identifier: 213800URQKPVH3SJBM16
Issue of EUR 50,000,000 Floating Rate Notes due 23 December 2023 to be consolidated and form a single series with the existing EUR 42,000,000 Floating Rate Notes due 23 December 2023
Guaranteed by Close Brothers Limited under the £2,000,000,000 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 (the "**Conditions**") set forth in the Prospectus dated 16 December 2021 which constitutes a base prospectus (the "**Prospectus**") for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom (the "**UK**") by virtue of the European Union (Withdrawal) Act 2018 (as amended) ("**EUWA**") (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. The Prospectus has been published on the website of the London Stock Exchange (at www.londonstockexchange.com/news/market-news/rns/rns.htm).

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET - Solely for the purposes of the 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 eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA, as amended, ("**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 "**UK MiFIR distributor**") should take into consideration the manufacturer's target market assessment; however a UK MiFIR distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

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 ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129. 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 UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (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 domestic law in the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law in the UK 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 United Kingdom may be unlawful under the UK PRIIPs Regulation.

1.	(a) Issuer:	Close Brothers Finance plc
	(b) Parent Guarantor:	Close Brothers Limited
2.	(a) Series Number:	2021-3
	(b) Tranche Number:	2
	(c) Date on which the Notes will be consolidated and form a single Series:	The Notes will be consolidated and form a single Series with the EUR 42,000,000 Floating Rate Notes due 23 December 2023 issued in Tranche 1 on 23 December 2021 (the "**Existing Notes**") on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 22 below, which is expected to occur on or about 22 March 2022 (the "**Exchange Date**")
3.	Specified Currency or Currencies:	Euro ("**€**")
4.	Aggregate Nominal Amount:	
	(a) Series:	€ 92,000,000
	(b) Tranche:	€ 50,000,000
5.	Issue Price:	101.513 per cent. of the Aggregate Nominal Amount of the Tranche plus 49 days of accrued interest from and including 23 December 2021 to but excluding the Issue Date
6.	(a) Specified Denominations:	€ 100,000
	(b) Calculation Amount:	€ 100,000
7.	(a) Issue Date:	10 February 2022
	(b) Interest Commencement Date:	23 December 2021
8.	Maturity Date:	Interest Payment Date falling on or nearest to 23 December 2023
9.	Interest Basis:	3 month EURIBOR plus 1 per cent. Floating Rate. Payable quarterly in arrears on each of the Specified Interest Payment Dates (see paragraph 15 below)
10.	Redemption/Payment 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 Basis or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date Board approval for issuance of Notes obtained:	15 December 2021

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions:		Not Applicable
15.	Floating Rate Note Provisions:		Applicable
	(a)	Specified Interest Payment Dates:	23 March 2022, 23 June 2022, 23 September 2022, 23 December 2022, 23 March 2023, 23 June 2023, 23 September 2023, 23 December 2023.
	(b)	First Interest Payment Date:	23 March 2022
	(c)	Business Day Convention:	Modified Following Business Day Convention
	(d)	Additional Business Centre(s):	None
	(e)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
	(f)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):	Not applicable
	(g)	Screen Rate Determination:	Applicable
		(i) Reference Rate:	Reference Rate: 3 month EURIBOR
		(ii) Index Determination:	Not Applicable
		(iii) Relevant Number:	Not Applicable
		(iv) Interest Determination Date(s):	TARGET 2 Business Days prior to each Specified Interest Payment Date
		(v) Relevant Screen Page:	Reuters Page EURIBOR01
		(vi) Observation Method:	Not Applicable
		(vii) Observation Look-back Period:	Not Applicable
		(viii) Lock-out date:	Not Applicable
	(h)	ISDA Determination:	Not Applicable
		(i) Floating Rate Option:	
		(ii) Designated Maturity:	
		(iii) Reset Date:	
	(i)	Margin(s):	1 per cent. per annum
	(j)	Minimum Rate of Interest:	Not Applicable
	(k)	Maximum Rate of Interest:	Not Applicable

	(l) Day Count Fraction:	Actual/360
16.	Zero Coupon Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 7(b) (Redemption and Purchase – Redemption for taxation reasons)	Minimum period: 30 days Maximum period: 60 days
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Final Redemption Amount:	€ 100,000 per Calculation Amount
21.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€ 100,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	(a) Form:	Bearer Notes Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event
	(b) New Global Note/NSS:	Yes (New Global Note)
23.	Additional Financial Centre(s) :	Not Applicable
24.	Talons for future Coupons to be attached to Definitive Notes in bearer form (and dates on which such Talons mature):	No

RESPONSIBILITY

The description of the rating category in Part B, paragraph 2 of these Final Terms has been extracted from the website of Moody’s (as defined below). Each of the Issuer and the Parent 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, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: P.A. Townsend ………………………………………..

Duly authorised

Signed on behalf of the Parent Guarantor:

By: P.A. Townsend ………………………………………..

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

(i)	Listing Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Market of the London Stock Exchange and listing on the Official List of the FCA with effect from the Issue Date. The Existing Notes were admitted to trading on the Main Market of the London Stock Exchange and listing on the Official List of the FCA with effect from 23 December 2021.
(ii)	Estimate of total expenses related to admission to trading:	£3,950

2. RATINGS

Ratings:	The Notes to be issued are expected to be assigned the following rating: Moody's Investors Service Limited (**Moody's**): Aa3 An obligation rated Aa by Moody's is judged to be of high quality and subject to very low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category. (Source: https://www.moodysanalytics.com/-/media/products/Moodys-Rating-Symbols-and-Definitions.pdf). Moody's is established in the United Kingdom and registered under Regulation (EC) No. 1060/2009 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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 Parent Guarantor and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer:	See "Use of Proceeds" in the Prospectus
Estimated net proceeds:	€ 50,785,000 (including accrued interest)

5. YIELD

Indication of yield:	Not applicable

6. OPERATIONAL INFORMATION

(i)	Permanent ISIN:	XS2426126046
(ii)	Temporary ISIN	XS2442965641 until consolidation with the Existing Notes on the Exchange Date
(iii)	Permanent Common Code:	242612604
(iv)	Temporary Common Code:	244296564 until consolidation with the Existing Notes on the Exchange Date
(v)	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
(vi)	FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(vii)	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):	Not Applicable
(viii)	Delivery:	Delivery against payment
(ix)	Names and addresses of additional Paying Agent(s) (if any):	Not applicable
(x)	U.S. Selling Restrictions:	Reg. S Category 2 TEFRA D
(xi)	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 recognized 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.