

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one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID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. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore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 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 (the **UK**). For the purposes of this provision, the expression retail investor means a person who is one (or both) of the following (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 by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, 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 by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of 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.

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of any 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 and professional clients only, each as defined in MiFID II; 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 any manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining such manufacturer's target market assessment) and determining appropriate distribution channels.

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 (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (**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 (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 manufacturers' target market assessment) and determining appropriate distribution channels.

STONEWATER FUNDING PLC
Legal entity identifier (LEI): 213800FZ41F6PUWBX281

Issue of £250,000,000 1.625 per cent. Secured Sustainability Notes due 2036

under the £1,000,000,000
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 Programme Admission Particulars dated 26 July 2021 (the **Programme Admission Particulars**). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Programme Admission Particulars. Full information on the Obligors and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Programme Admission Particulars. The Programme Admission Particulars have been published via the regulatory news service maintained by the London Stock Exchange (www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

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| 1. | Issuer: | Stonewater Funding plc |
| 2. | (a) Series Number: | 1 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable. |
| 3. | Specified Currency: | Sterling |
| 4. | Aggregate Principal Amount: | |
| | (a) Series: | £250,000,000 |
| | (b) Tranche: | £250,000,000 |
| 5. | Retained Notes: | Not Applicable |
| | (a) Retained Notes Principal Amount: | Not Applicable |
| | (b) Retained Note Cancellation Date | Not Applicable |
| 6. | Issue Price | 98.37 per cent. of the Aggregate Principal Amount |
| 7. | Specified Denomination(s): | £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. |
| 8. | Calculation Amount (in relation to calculation of interest in respect of Notes in global form see Conditions): | £1,000 |
| 9. | Issue Date: | 10 September 2021 |

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| 10. | Interest Commencement Date: | Issue Date |
| 11. | Maturity Date: | 10 September 2036 |
| 12. | Interest Basis: | Fixed Rate
(see paragraph 20 below) |
| 13. | Redemption Basis: | Redemption on the Maturity Date at the Final Redemption Amount
(see paragraph 22 below) |
| 14. | Change of Interest Basis: | Not Applicable |
| 15. | Security Basis: | Fully Secured Notes |
| 16. | Date Board approval for issuance of Notes obtained | 20 July 2021 |

Provisions relating to the Loan Agreements

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| 17. | Borrower(s) and Commitment(s): | |
| | <i>Borrower</i> | <i>Commitment</i> |
| | Stonewater Limited | £215,500,000 |
| | Stonewater (2) Limited | £30,000,000 |
| | Stonewater (5) Limited | £4,500,000 |

Provisions relating to the Underlying Security (for Fully Secured Notes)

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| 18. | Numerical Apportionment Basis: | Applicable |
| | Initial Apportioned Properties: | 2,628 units |
| 19. | Specific Apportionment Basis: | Not Applicable |

Provisions relating to interest payable

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| 20. | Fixed Rate Note Provisions: | Applicable |
| (a) | Rate(s) of Interest: | 1.625 per cent. per annum payable in arrear on each Interest Payment Date |
| (b) | Interest Payment Date(s): | 10 March and 10 September in each year up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (g) below |
| (c) | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | £8.125 per Calculation Amount |
| (d) | Broken Amount(s) for Notes in definitive form (and in relation to Notes | Not Applicable |

in global form see
Conditions):

- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 10 March and 10 September in each year
- (g) Business Day Convention: Following Business Day Convention

21. Floating Rate Note Provisions: Not Applicable

Provisions relating to Redemption

22. Final Redemption Amount: 100 per cent. of their principal amount

23. Instalment Redemption: Not Applicable

24. Mandatory Early Redemption: Applicable

25. Issuer Call: Applicable

(a) Optional Redemption Amount: Modified Spens Amount

(b) Benchmark Gilt: 4¼% Treasury Stock 2036

(c) Spens Margin: +0.15 per cent.

(d) Minimum Redemption Amount: Not Applicable

(e) Maximum Redemption Amount: Not Applicable

26. Maturity Call Par Option: Not Applicable

27. Residual Call Option: Not Applicable

General provisions applicable to the Notes:

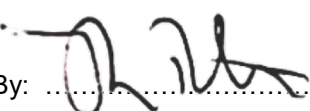
28. Form of Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event

29. New Global Note: Yes

30. Additional Financial Centre(s): Not Applicable

31. Talons for future Coupons to be attached to Definitive Notes: Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payment are still to be made

Signed on behalf of Stonewater Funding plc:

By:  John Bruton
Duly authorised

Part B – Other Information

1. Admission to Trading

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| (a) | Admission to Trading | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's International Securities Market and the London Stock Exchange plc's Sustainable Bond Market with effect from 13 September 2021. |
| (b) | Estimate of total expenses related to admission to trading: | £4,840 |

2. Ratings

The Notes to be issued are expected to be rated A+ by S&P Global Ratings UK Limited.

3. Interests of natural and legal persons involved in the issue

Save for the fees payable to the Managers, so far as the Obligors are 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 Obligors and their affiliates in the ordinary course of business.

4. Yield (*Fixed Rate Notes only*)

1.749 per cent. (semi annual). The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. Historic Interest Rates (*Floating Rate Notes only*)

Not Applicable

6. Operational Information

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| (a) | ISIN: | XS2382845894 |
| (b) | Common Code: | 238284589 |
| (c) | CFI: | DTFNFB, as updated as set out on the website of the Association of National Number Agencies (ANNA) |
| (d) | FISN: | STONEWATER FUND/1EMTN 20360910, as updated as set out on the website of the Association of National Number Agencies (ANNA) |
| (e) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (f) | Delivery: | Delivery against payment |
| (g) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |

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| (h) | 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. |
| (i) | Use of proceeds: | As set out in the section headed " <i>Use of Proceeds</i> " in the Programme Admission Particulars |
| (j) | Sustainability Bonds: | Yes |
| | Reviewer(s): | ISS Corporate Solutions, Inc |
| | Date of Second Party Opinion(s): | 16 June 2021 |

7. Distribution

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| (a) | Method of distribution: | Syndicated |
| (b) | If syndicated, names of Managers: | Barclays Bank PLC
Lloyds Bank Corporate Markets plc
NatWest Markets Plc |
| (c) | Date of Subscription Agreement: | 8 September 2021 |
| (d) | Stabilisation Manager(s) (if any): | NatWest Markets Plc |
| (e) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (f) | U.S. Selling Restrictions: | Regulation S
Compliance Category 2
TEFRA D |