

## FINAL TERMS

**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**); 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 MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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 (**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 by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of 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 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.

**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 European Union (Withdrawal) Act 2018 (**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.

28th May, 2024

### CLARION FUNDING PLC

**Legal entity identifier (LEI): 213800BLOAKXC1BXLJ29**

**Issue of £250,000,000 5.375 per cent. Secured Sustainability Notes due 2057  
under the £3,000,000,000  
Secured 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 offering circular dated 23rd April, 2024 and the supplement to it dated 20th May, 2024 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the **Offering Circular**). 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 Offering Circular in order to obtain all the relevant information. The Offering Circular has been published via the regulatory news service maintained by the London Stock Exchange ([www.londonstockexchange.com/exchange/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html)).

1. Issuer: Clarion Funding plc
2.
  - (a) Series Number: 6
  - (b) Tranche Number: 1
  - (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Pounds Sterling (£)
4. Aggregate Principal Amount:
  - (a) Series: £250,000,000
  - (b) Tranche: £250,000,000
5. Issue Price: 98.676 per cent. of the Aggregate Principal 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 respect of Notes in global form see Conditions): £1,000
7.
  - (a) Issue Date: 30th May, 2024
  - (b) Interest Commencement Date: Issue Date
8. Maturity Date: 30th May, 2057
9. Interest Basis: 5.375 per cent. Fixed Rate (see paragraph 15 below)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their principal amount

- |     |                                                     |                  |
|-----|-----------------------------------------------------|------------------|
| 11. | Change of Interest Basis:                           | Not Applicable   |
| 12. | Date Board approval for issuance of Notes obtained: | 18th April, 2024 |

#### **PROVISIONS RELATING TO THE UNDERLYING SECURITY**

- |     |                                                                    |                |
|-----|--------------------------------------------------------------------|----------------|
| 13. | Numerical Apportionment Basis:                                     | Applicable     |
|     | (a) Issuer's Series Security Percentage on the Issue Date:         | 3.33 per cent. |
|     | (b) Minimum Value of the NAB Charged Properties on the Issue Date: | £7,678,542,928 |
| 14. | Specific Apportionment Basis:                                      | Not Applicable |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                                                                                                                   |                                                                               |
|-----|-------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 15. | Fixed Rate Note Provisions                                                                                        | Applicable                                                                    |
|     | (a) Rate(s) of Interest:                                                                                          | 5.375 per cent. per annum payable in arrear on each Interest Payment Date     |
|     | (b) Interest Payment Date(s):                                                                                     | 30th May and 30th November in each year 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): | £26.88 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):                                                                                        | 30th May and 30th November in each year                                       |
| 16. | Floating Rate Note Provisions                                                                                     | Not Applicable                                                                |
| 17. | Benchmark Replacement:                                                                                            | Not Applicable                                                                |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |                                                                                                  |                               |
|-----|--------------------------------------------------------------------------------------------------|-------------------------------|
| 18. | Final Redemption Amount:                                                                         | £1,000 per Calculation Amount |
| 19. | Early Redemption in respect of redemption pursuant to Condition 9.2 ( <i>Early Redemption</i> ): | Applicable                    |

- |     |                           |                                   |
|-----|---------------------------|-----------------------------------|
| (a) | Specified Benchmark Gilt: | 1.75% Treasury Gilt due July 2057 |
| (b) | Spens Margin:             | plus 0.15 per cent.               |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

### 20. Form of Notes:

- |     |                  |                                                                                                                                  |
|-----|------------------|----------------------------------------------------------------------------------------------------------------------------------|
| (a) | Form:            | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event |
| (b) | New Global Note: | Yes                                                                                                                              |

### 21. Additional Financial Centre(s): Not Applicable

### 22. 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 payments are still to be made

## THIRD PARTY INFORMATION

The description of the meaning of the ratings set out in part B of these Final Terms has been extracted from the website of S&P Global Ratings Europe Limited, Moody's Investors Service Limited and Fitch Ratings Limited (as applicable). The Issuer 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 S&P Global Ratings Europe Limited, Moody's Investors Service Limited and Fitch Ratings Limited, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Clarion Funding plc:

By: .....  .....

*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |                                                             |                                                                                                                                                                                                                             |
|------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)  | Listing and 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's main market and admitted to the Official List of the FCA with effect from 30th May, 2024. |
| (ii) | Estimate of total expenses related to admission to trading: | £7,020                                                                                                                                                                                                                      |

### 2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

Moody's Investors Service Limited (**Moody's**): A3

As defined by Moody's, obligations rated 'A' are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

(Source: Moody's, [https://www.moody's.com/researchdocumentcontentpage.aspx?docid=PBC\\_79004](https://www.moody's.com/researchdocumentcontentpage.aspx?docid=PBC_79004)).

S&P Global Ratings Europe Limited (**S&P**): A-

As defined by S&P, an 'A' rating means that the Notes are somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The "-" sign shows the relative standing within the "A" category.

(Source: S&P Global Ratings, <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>).

Fitch Ratings Limited (**Fitch**): A+

'A' ratings denote expectations of low default risk. The capacity for payment of financial commitments

is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

(Source: Fitch, <https://www.fitchratings.com/products/rating-definitions>).

S&P is established in the European Economic Area and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

Each of Moody's and Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the **UK CRA Regulation**).

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

Save for the 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, the Group Borrower and the Borrowers and their affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- |      |                         |                                                                                                                                                                                                  |
|------|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)  | Reasons for the offer:  | The net proceeds will be used for sustainable purposes in accordance with the Clarion Housing Group Sustainable Housing Finance Framework 2024 and as further detailed in the Offering Circular. |
| (ii) | Estimated net proceeds: | £246,065,000                                                                                                                                                                                     |

### 5. YIELD (*Fixed Rate Notes only*)

- |                      |                                                                                                                     |
|----------------------|---------------------------------------------------------------------------------------------------------------------|
| Indication of yield: | 5.462 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. |

### 6. OPERATIONAL INFORMATION

- |       |              |                                                                                           |
|-------|--------------|-------------------------------------------------------------------------------------------|
| (i)   | ISIN:        | XS2828820519                                                                              |
| (ii)  | Common Code: | 282882051                                                                                 |
| (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 Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
(v)	Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
(vi)	Delivery:	Delivery against payment
(vii)	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
(viii)	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.

## 7. DISTRIBUTION

(i)	Method of distribution:	Syndicated HSBC Bank plc
(ii)	If syndicated, names of Managers:	NatWest Markets Plc RBC Europe Limited
(iii)	Stabilisation Manager(s) (if any):	Not Applicable
(iv)	If non-syndicated, name of relevant Dealer:	Not Applicable
(v)	U.S. 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