

## FINAL TERMS

**IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Covered Bonds 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 (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 (the "**EU Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

**IMPORTANT – PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Covered Bonds 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 (as amended by the European Union (Withdrawal Agreement) Act 2020) ("**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; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 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 Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds 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 each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds 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 by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (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 Covered

Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

30 September 2024

## Coventry Building Society

**Legal entity identifier (LEI): 2138004G59FXEAZ6IO10**

### **Issue of Regulated €500,000,000 2.625 per cent. Series 16 Fixed Rate Covered Bonds due October 2029 irrevocably and unconditionally guaranteed as to payment of principal and interest by Coventry Building Society Covered Bonds LLP under the €7 billion Global Covered Bond Programme**

The Programme has been registered and notice of these Covered Bonds has been made, under the Regulated Covered Bonds Regulations 2008 (SI 2008/346).

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Covered Bonds (the "**Conditions**") set forth in the offering circular dated 27 March 2024 and the supplemental offering circulars dated 18 June 2024 and 16 August 2024 which constitute a base prospectus (the "**Offering Circular**") for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Offering Circular in order to obtain all the relevant information. Copies of the Offering Circular and the supplemental Offering Circulars are published on the website of the London Stock Exchange and are available free of charge to the public at the principal office of the Issuer and from the specified office of each of the Paying Agents have been published on the Regulatory News Service operated by the London Stock Exchange at [www.londonstockexchange.com/exchange/prices-andnews/news/market-news/market-news-home.html](http://www.londonstockexchange.com/exchange/prices-andnews/news/market-news/market-news-home.html).

- |    |       |                                                                                                                |                                             |
|----|-------|----------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| 1. | (i)   | Issuer:                                                                                                        | Coventry Building Society                   |
|    | (ii)  | Guarantor:                                                                                                     | Coventry Building Society Covered Bonds LLP |
| 2. | (i)   | Series Number:                                                                                                 | 16                                          |
|    | (ii)  | Tranche Number:                                                                                                | 1                                           |
|    | (iii) | Series which Covered Bonds will be consolidated and form a single Series with:                                 | Not Applicable                              |
|    | (iv)  | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable                              |
| 3. |       | Specified Currency or Currencies:                                                                              | EUR/Euro (€)                                |
| 4. |       | Nominal Amount of Covered Bonds to be issued:                                                                  | €500,000,000                                |

5. Aggregate Nominal Amount of the Covered Bonds Admitted to trading:
  - (i) Series: €500,000,000
  - (ii) Tranche: €500,000,000
6. (i) Issue Price: 99.82 per cent. of the Aggregate Nominal Amount
7. (i) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Covered Bonds in definitive form will be issued with a denomination above €199,000.
  - (ii) Calculation Amount: €1,000
8. (i) Issue Date: 1 October 2024
  - (ii) Interest Commencement Date: Issue Date
9. (i) Final Maturity Date: 1 October 2029
  - (ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: Interest Payment Date falling in or nearest to 1 October 2030
10. Interest Basis: 2.625 per cent. Fixed Rate
11. Redemption/Payment Basis: 100 per cent. of the nominal value
12. Change of Interest Basis or Redemption/Payment Basis: From and including the Interest Commencement Date to but excluding the Final Maturity Date: 2.625 per cent. per annum payable annually in arrear  
*(further particulars specified in paragraph 15 below)*  
  
From and including the Final Maturity Date to but excluding the Extended Due for Payment Date: 1 Month EURIBOR +0.38 per cent. per annum Floating Rate payable monthly in arrear  
*(further particulars specified in paragraph 16 below)*
13. Call Options: Not Applicable
14. Date Board approval for issuance of Covered Bonds obtained: 24 January 2024 in respect of the Issuer and 25 September 2024 in respect of the LLP

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

|        |                                                                                                                 |                                                                                                                             |
|--------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| 15.    | Fixed Rate Covered Bond Provisions                                                                              | Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date                       |
| (i)    | Fixed Rate(s) of Interest:                                                                                      | 2.625 per cent. per annum payable in arrear on each Interest Payment Date                                                   |
| (ii)   | Interest Payment Date(s):                                                                                       | 1 October in each year up to and including the Final Maturity Date. The First Interest Payment Date shall be 1 October 2025 |
| (iii)  | Business Day Convention:                                                                                        | Following Business Day Convention, unadjusted                                                                               |
| (iv)   | Business Day(s):                                                                                                | London, Target 2                                                                                                            |
| (v)    | Fixed Coupon Amount(s):                                                                                         | €26.25 per Calculation Amount                                                                                               |
| (vi)   | Initial Broken Amount(s):                                                                                       | Not Applicable                                                                                                              |
| (vii)  | Final Broken Amount:                                                                                            | Not Applicable                                                                                                              |
| (viii) | Day Count Fraction:                                                                                             | Actual/Actual (ICMA)                                                                                                        |
| (ix)   | Determination Date(s):                                                                                          | 1 October in each year                                                                                                      |
| 16.    | Floating Rate Covered Bond Provisions                                                                           | Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date                    |
| (i)    | Specified Period(s)/Specified Interest Payment Date(s):                                                         | 1st day of each month. The First Interest Payment Date shall be 1 November 2029.                                            |
| (ii)   | Business Day Convention:                                                                                        | Modified Following Business Day Convention                                                                                  |
| (iii)  | Additional Business Centre(s):                                                                                  | Not Applicable                                                                                                              |
| (iv)   | Manner in which the Rate of Interest and Interest Amount is to be determined:                                   | Screen Rate Determination                                                                                                   |
| (v)    | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): | Not Applicable                                                                                                              |
| (vi)   | Screen Rate Determination:                                                                                      | Applicable                                                                                                                  |
| –      | Reference Rate:                                                                                                 | 1 month EURIBOR                                                                                                             |
| –      | Relevant Financial Centre:                                                                                      | Brussels                                                                                                                    |
| –      | Interest Determination Date(s):                                                                                 | The second day on which the TARGET2 system is open prior to the start of each Interest Period                               |
| –      | Relevant Screen Page:                                                                                           | Reuters Screen EURIBOR01 (or any replacement thereto)                                                                       |

|        |                                     |                            |
|--------|-------------------------------------|----------------------------|
| –      | Relevant Time:                      | Not Applicable             |
| –      | Definition of “p”:                  | Not Applicable             |
| –      | Observation Method:                 | Not Applicable             |
| –      | Index Determination:                | Not Applicable             |
| (vii)  | ISDA Determination:                 | Not Applicable             |
| (viii) | Margin(s):                          | +0.38 per cent. per annum. |
| (ix)   | Minimum Rate of Interest:           | zero per cent. per annum   |
| (x)    | Maximum Rate of Interest:           | Not Applicable             |
| (xi)   | Day Count Fraction:                 | Actual/360                 |
| 17.    | Zero Coupon Covered Bond Provisions | Not Applicable             |

#### **PROVISIONS RELATING TO REDEMPTION BY THE ISSUER**

|     |                                                                                                                                                     |                               |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 18. | Issuer Call:                                                                                                                                        | Not Applicable                |
| 19. | Covered Bondholder Put Option:                                                                                                                      | Not Applicable                |
| 20. | Final Redemption Amount:                                                                                                                            | €1,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default | €1,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

|     |                                                                                                                      |                                                                                                                                                                                                                   |
|-----|----------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 22. | New Global Covered Bond:                                                                                             | Yes                                                                                                                                                                                                               |
| 23. | Form of Covered Bonds:                                                                                               | Bearer Covered Bonds:<br>Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event |
| 24. | Additional Financial Centre(s) or other special provisions relating to Payment Dates:                                | Not Applicable                                                                                                                                                                                                    |
| 25. | Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No                                                                                                                                                                                                                |
| 26. | Redenomination:                                                                                                      | Not Applicable                                                                                                                                                                                                    |

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

#### **(i) Admission to Trading**

Application is expected to be made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the FCA with effect from 1 October 2024.

### **2. RATINGS**

#### **(i) Ratings:**

The Covered Bonds to be issued are expected to be rated:

Fitch Ratings Limited: AAA  
(endorsed by Fitch Ratings Ireland Limited)

Moody's Investors Service Ltd: Aaa  
(endorsed by Moody's Deutschland GmbH)

Moody's Investors Service Ltd. and Fitch Ratings Limited are established in the UK and are registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.

Moody's Investors Service Ltd (endorsed by Moody's Deutschland GmbH) has, in its 9 November 2023 publication "Rating Symbols and Definitions", described a credit rating of 'Aaa' in the following terms: "Aaa; Obligations rated Aaa are judged to be of the highest quality, subject to the lowest level of credit risk."

Fitch Ratings Limited (endorsed by Fitch Ratings Ireland Limited) has, in its 11 June 2024 publication "Ratings Definitions", described a credit rating of 'AAA' in the following terms: "AAA' ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events".

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

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged in and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and/or the LLP or their affiliates in the ordinary course of business.

### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |       |                           |                                                |
|-------|---------------------------|------------------------------------------------|
| (i)   | Reasons for the offer     | See “Use of Proceeds” in the Offering Circular |
| (ii)  | Estimated net proceeds:   | €498,100,000                                   |
| (iii) | Estimated total expenses: | £6,050                                         |

## 5. OPERATIONAL INFORMATION

- |       |                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)   | ISIN Code:                                                                | XS2853557374                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| (ii)  | Common Code:                                                              | 285355737                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| (iii) | CFI Code:                                                                 | As set out on 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:                                                                     | As set out on 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 other relevant codes such as CUSIP AND CINS codes)                   | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):               | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility: | Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intraday 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. |

## 6. DISTRIBUTION

- |      |                         |                                                                                                                                                                                                                                     |
|------|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)  | Method of Distribution: | Syndicated                                                                                                                                                                                                                          |
| (ii) | If syndicated:          |                                                                                                                                                                                                                                     |
|      | (a) Names of Dealers:   | ABN AMRO Bank N.V.<br>Banco Bilbao Vizcaya Argentaria S.A.<br>Banco Santander, S.A.<br>HSBC Continental Europe<br>Norddeutsche Landesbank- Girozentrale –<br>DZ BANK AG Deutsche Zentral-<br>Genossenschaftsbank, Frankfurt am Main |

|           |                                                     |                                                                                                                                                                                                                                                                                                                     |
|-----------|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|           | (b) Stabilising Manager(s) (if any):                | HSBC Continental Europe                                                                                                                                                                                                                                                                                             |
|           | (iii) Date of Subscription Agreement:               | 30 September 2024                                                                                                                                                                                                                                                                                                   |
|           | (iv) If non-syndicated, name of Dealer:             | Not Applicable                                                                                                                                                                                                                                                                                                      |
|           | (v) U.S. Selling Restrictions:                      | Reg. S Compliance Category 2; TEFRA D                                                                                                                                                                                                                                                                               |
|           | <b>Prohibition of Sales to EEA Retail Investors</b> | Applicable                                                                                                                                                                                                                                                                                                          |
|           | <b>Prohibition of Sales to UK Retail Investors</b>  | Applicable                                                                                                                                                                                                                                                                                                          |
| <b>7.</b> | <b>YIELD</b>                                        | 2.664 per cent. per annum with respect to the period up until the Final Maturity Date                                                                                                                                                                                                                               |
| <b>8.</b> | <b>RELEVANT BENCHMARKS</b>                          | EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 (Register of administrators and benchmarks) of the UK Benchmarks Regulation. |

Signed on behalf of the Issuer:

By:

A solid black rectangular box used to redact the signature of the Issuer.

Duly authorised

Signed on behalf of the LLP:

By:

A solid black rectangular box used to redact the signature of the LLP.

Duly authorised