

FINAL TERMS

PROHIBITION OF SALES TO EEA AND 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 European Economic Area (“**EEA**”) or 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 (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2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

MiFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs 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 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 the 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 the manufacturer’s target market assessment) and determining appropriate distribution channels.

Final Terms dated 23 December 2020

TSB BANKING GROUP PLC

Legal Entity Identifier (LEI): 213800KWCGLFG9WZDX35

Issue of £450,000,000 Floating Rate Notes due June 2023 (the “Notes”)

under the £4,000,000,000 Euro Medium Term Note Programme of TSB Banking Group plc and TSB Bank plc

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 Notes (the “**Conditions**”) set forth in the base prospectus dated 15 April 2020 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. Issuer: TSB Banking Group plc

DESCRIPTION OF THE NOTES

2. (i) Series Number: 2020-1
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Pounds Sterling (“£”)
4. Aggregate Principal Amount: £450,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: £100,000
(ii) Calculation Amount: £100,000
7. (i) Issue Date: 29 December 2020
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 29 June 2023
9. Interest Basis: Floating Rate SONIA + 2.1 per cent.
(see paragraph 16 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 principal amount.
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Call Options: Issuer Call
(see paragraph 18 below)
13. (i) Status of the Notes: Senior Preferred Notes
(ii) Senior Preferred Notes and Senior Non-Preferred Notes Waiver of Set-off: Condition 3(d): Applicable
(iii) Tier 2 Capital Notes, Senior Preferred Notes and Senior Non-Preferred Notes Restricted Default: Condition 14(b): Applicable
(iv) Senior Preferred Notes and Senior Non-Preferred Notes: Gross-up of principal: Not Applicable
(v) Date Board approval for issuance of Notes obtained: 26 November 2019

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Not Applicable
15. **Reset Note Provisions** Not Applicable

16.	Floating Rate Note Provisions	Applicable
	(i) Specified Period(s):	Not Applicable
	(ii) Interest Payment Dates:	29 March, 29 June, 29 September and 29 December in each year, up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.
	(iii) First Interest Payment Date:	29 March 2021
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Additional Business Centre(s):	Not Applicable
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable
	(viii) Screen Rate Determination:	Applicable
	(a) Reference Rate:	SONIA
	(b) Reference Bank(s):	Not Applicable
	(c) Interest Determination Date(s):	The fifth London Banking Day prior to the last day of each Interest Period, or in respect of the last Interest Period, the fifth London Banking Day prior to the Maturity Date.
	(d) Relevant Screen Page:	Reuters Screen SONIA page (or any replacement thereof)
	(e) Observation Method:	Lag
	(f) Observation Look-Back Period:	5 London Banking Days
	(g) Observation Shift Period:	Not Applicable
	(h) Relevant Time:	Not Applicable
	(i) Relevant Financial Centre:	London
	(j) Designated Maturity:	Not Applicable
	(k) Determination Time:	Not Applicable
	(l) ISDA Determination:	Not Applicable
	(m) Floating Rate Option:	Not Applicable
	(n) Reset Date:	Not Applicable
	(o) ISDA Definitions:	Not Applicable
	(p) Linear Interpolation:	Not Applicable

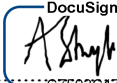
	(q) Margin:	+2.1 per cent. per annum
	(r) Minimum Rate of Interest:	Zero per cent. per annum
	(s) Maximum Rate of Interest:	Not Applicable
	(t) Day Count Fraction:	Actual/365 (Fixed)
17.	Zero Coupon Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION		
18.	Call Option	Applicable
	(i) Optional Redemption Date(s) (Call):	29 June 2022
	(ii) Optional Redemption Amount (Call):	£100,000 per Calculation Amount
	(iii) Series redeemable in part:	No
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(v) Notice period:	Minimum period: 5 business days in London Maximum period: 30 business days in London
19.	Senior Preferred Notes and Senior Non-Preferred Notes	Applicable
	(i) Senior Preferred Notes and Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption:	
	(ii) Loss Absorption Disqualification Event:	Full or Partial Exclusion
	(iii) Optional Redemption Amount (Loss Absorption Disqualification Event):	£100,000 per Calculation Amount
	(iv) Senior Preferred Notes and Senior Non-Preferred Notes: Substitution and Variation:	Applicable

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| 20. | Tier 2 Capital Notes | Not Applicable |
| 21. | Early Redemption Amount (Tax): | £100,000 per Calculation Amount |
| 22. | Final Redemption Amount: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £100,000 per Calculation Amount |
| 23. | Redemption Amount for Zero Coupon Notes: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | Bearer Notes:
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note |
| 25. | New Global Note: | Yes |
| 26. | New Safekeeping Structure: | Not Applicable |
| 27. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 28. | Talons for future Coupons to be attached to Definitive Notes: | No |

SIGNED on behalf of
TSB BANKING GROUP PLC

By: 
Duly authorised

PART B – OTHER INFORMATION

1. Listing

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| (i) Listing and admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the London Stock Exchange with effect from 29 December 2020. |
| (ii) Estimate of total expenses related to admission to trading: | £4,725 |

2. Ratings

Ratings: The Notes to be issued are not expected to be rated.

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: see “Use of Proceeds” in the Base Prospectus
- (ii) Estimated net proceeds: £450,000,000

5. OPERATIONAL INFORMATION

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| (i) ISIN: | XS2278589820 |
| (ii) Common Code: | 227858982 |
| (iii) Any clearing system(s) other than Euroclear or Clearstream Luxembourg and the relevant identification number(s): | Not Applicable |
| (iv) Delivery: | Delivery free of payment |
| (v) Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (vi) Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of these Final Terms, 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. |

7. **DISTRIBUTION**

- (i) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (ii) Prohibition of Sales to EEA and UK Retail Investors: Applicable
- (iii) Prohibition of Sales to Belgian Consumers: Not Applicable
- (iv) Method of distribution: Non-syndicated
- (v) If syndicated: Not Applicable
- (vi) If non-syndicated, name and address of Dealer: Not Applicable

8. **BENCHMARK REGULATION** As far as the Issuer is aware, as at the date hereof, SONIA does not fall within the scope of Regulation (EU) 2016/1011, as amended.