

FINAL TERMS

26 July 2021

Close Brothers Finance plc
Legal Entity Identifier: 213800URQKPVH3SJBM16
Issue of £50,000,000 1.625 per cent. Fixed Rate Notes due 3 December 2030
to be consolidated and form a single series with the existing £350,000,000 1.625 per
cent. Fixed Rate Notes due 3 December 2030

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 22 October 2020 which, as modified by supplements to the Prospectus dated 24 November 2020 and 9 July 2021, constitutes a base prospectus (the “**Prospectus**”) for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law in the United Kingdom (“**UK**”) 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 manufacturer’s 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 manufacturer’s target market assessment) and determining appropriate distribution channels.

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 the UK Prospectus Regulation; (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 (the “**Insurance Distribution Directive**”) in the UK, 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 the UK Prospectus Regulation. 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 UK may be unlawful under the UK PRIIPs Regulation.

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 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 “**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.

1.
 - (a) Issuer: Close Brothers Finance plc
 - (b) Parent Guarantor: Close Brothers Limited
2.
 - (a) Series Number: 2020-1
 - (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 £350,000,000 1.625 per cent. Fixed Rate Notes due 3 December 2030 issued in Tranche 1 on 3 December 2020 (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 6 September 2021 (the “**Exchange Date**”)
3. Specified Currency or Currencies: Pounds Sterling (“£”)
4. Aggregate Nominal Amount:
 - (a) Series: £400,000,000
 - (b) Tranche: £50,000,000
5. Issue Price: 99.620 per cent. of the Aggregate Nominal Amount of the Tranche plus 55 days of accrued interest from and including 3 June 2021 to but excluding the Issue Date (amounting to £122,096.99)

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| 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: | £1,000 |
| 7. | (a) Issue Date: | 28 July 2021 |
| | (b) Interest Commencement Date: | 3 June 2021 |
| 8. | Maturity Date: | 3 December 2030 |
| 9. | Interest Basis: | 1.625 per cent. Fixed Rate (see paragraph 14 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 approval for issuance of Notes obtained: | 14 October 2020 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | 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): | 3 June and 3 December in each year from and including 3 December 2021 up to and including the Maturity Date |
| | (c) Fixed Coupon Amount(s): | £8.125 per Calculation Amount |
| | (d) Broken Amount(s): <i>(applicable to Notes in Definitive Form)</i> | Not Applicable |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |

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| (f) | Determination Date(s): | 3 June and 3 December in each year |
| 15. | Floating Rate Note Provisions: | Not Applicable |
| 16. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Notice periods for Condition 7(b) <i>(Redemption and Purchase – Redemption for taxation reasons)</i> | Minimum period: 30 days Maximum period: 60 days |
| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | £1,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | £1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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

Not Applicable

Signed on behalf of the Issuer:

P. A. GunSend

By:

Duly authorised

Signed on behalf of the Parent Guarantor:

P. A. GunSend

By:

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 on or about 3 December 2020
- (ii) Estimate of total expenses related to admission to trading: £3,760

2. RATINGS

Ratings: The Notes to be issued are expected to be assigned the following ratings:

A- by Fitch Ratings Limited (**Fitch**)
Aa3 by Moody's Investors Service Limited (**Moody's**)

The rating agencies above have published the following high-level descriptions of such ratings:

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.moody's.com/ratingsprocess/Ratings-Definitions/002002>).

An obligation rated A- by Fitch denotes 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. The modifier “-” appended to the rating denotes relative status within the rating category. (Source:

<https://www.fitchratings.com/research/fund-assetmanagers/rating-definitions-11-06-2020>).

Each of Moody's and Fitch are 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

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| Reasons for the offer: | See "Use of Proceeds" in the Prospectus |
| Estimated net proceeds: | £49,685,000 (excluding accrued interest) |

5. YIELD

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| Indication of yield: | 1.669 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. |
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6. OPERATIONAL INFORMATION

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| (i) | Permanent ISIN: | XS2266989149 |
| (ii) | Temporary ISIN: | XS2369441071 until consolidation with the Existing Notes on the Exchange Date |
| (iii) | Permanent Common Code: | 226698914 |
| (iv) | Temporary Common Code: | 236944107 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

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| (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. |