

FINAL TERMS

26 July 2021

CLOSE BROTHERS FINANCE PLC
Issue of €20,000,000 Floating Rate Notes due 28 July 2023
Guaranteed by Close Brothers Limited
issued pursuant to 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, “**MI FID 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.

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| 1. | (a) | Issuer: | Close Brothers Finance plc |
| | (b) | Parent Guarantor: | Close Brothers Limited |
| 2. | (a) | Series Number: | 2021-2 |
| | (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: | Euro (“€”) |
| 4. | | Aggregate Nominal Amount: | |
| | (a) | Series: | € 20,000,000 |
| | (b) | Tranche: | € 20,000,000 |
| 5. | | Issue Price: | 100.406 per cent. of the Aggregate Nominal Amount |
| 6. | (a) | Specified Denominations: | € 100,000 |
| | (b) | Calculation Amount: | € 100,000 |

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| 7. | (a) Issue Date: | 28 July 2021 |
| | (b) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | Specified Interest Payment Date falling on or closest to 28 July 2023 |
| 9. | Interest Basis: | 3 month EURIBOR plus 0.70 per cent. Floating Rate. Payable quarterly in arrears on each of the Specified Interest Payment Dates

(see paragraph 15 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: | Not Applicable |
| 15. | Floating Rate Note Provisions: | Applicable |
| | (a) Specified Interest Payment Dates: | 28 January, 28 April, 28 July and 28 October in each year from and including the First Interest Payment Date to and including the Maturity Date |
| | (b) First Interest Payment Date: | 28 October 2021 |
| | (c) Business Day Convention: | Modified Following Business Day Convention |
| | (d) Additional Business Centres: | None |

- (e) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (f) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Agent):
- (g) Screen Rate Determination: Applicable
 - (i) Reference Rate: 3 month EURIBOR
 - (ii) Interest Determination Date(s): TARGET 2 Business Days prior to each Specified Interest Payment Date
 - (iii) Relevant Screen Page: Reuters page EURIBOR01
 - (iv) Observation Method: Not Applicable
 - (v) Observation Look-back Period: Not Applicable
 - (vi) Lock-out date: Not Applicable
- (h) ISDA Determination: Not Applicable
 - (i) Floating Rate Option:
 - (ii) Designated Maturity:
 - (iii) Reset Date:
- (i) Margin(s): 0.70 per cent. per annum
- (j) Minimum Rate of Interest: Not Applicable
- (k) Maximum Rate of Interest: Not Applicable
- (l) Day Count Fraction: Actual/360
- 16. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. Notice periods for Condition 7(b) Minimum period: 30 days
 (*Redemption and Purchase – Maximum period: 60 days*
Redemption for taxation reasons)

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| 18. | Issuer Call: | Not Applicable |
| 19. | Investor Put: | Not Applicable |
| 20. | Final Redemption Amount: | € 100,000 per Calculation Amount |
| 21. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | € 100,000 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) : | London |
| 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:



By:
Duly authorised

Signed on behalf of the Parent Guarantor:



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
- (ii) Estimate of total expenses £445.00 related to admission to trading:

2. RATINGS

Ratings: Not Applicable

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

Reasons for the offer: See “Use of Proceeds” in the Prospectus

Estimated net proceeds: € 20,081,200

5. YIELD

Indication of yield: Not Applicable

6. OPERATIONAL INFORMATION

- (i) ISIN: XS2369298257
- (ii) Common Code: 236929825
- (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

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| (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 Bank SA/NV and Clearstream Banking, S.A. 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) | U.S. Selling Restrictions: | Reg. S Category 2 TEFRA D |
| (ix) | 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. |