

EXECUTION VERSION

PRICING SUPPLEMENT

REGULATION (EU) 2017/1129 AS IT FORMS PART OF DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 DOES NOT APPLY TO THIS PRICING SUPPLEMENT PURSUANT TO ARTICLE 1(2)(D) THEREOF.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The 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. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the 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 Bonds has led to the conclusion that: (i) the target market for the Bonds 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 EUWA (**UK MiFIR**); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the 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 Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

13 March, 2023

SALTAIRE FINANCE PLC

Legal entity identifier: 2138005HL9O4VFW2HY47

**Issue of
£350,000,000 4.809 per cent. Guaranteed Secured Bonds due 2053/2055
including £100,000,000 of Retained Bonds
under the £3,000,000,000
Guaranteed Secured Bond Programme
of Saltaire Finance plc**

**unconditionally and irrevocably guaranteed by
THE SECRETARY OF STATE FOR LEVELLING UP, HOUSING AND COMMUNITIES**

PART A – CONTRACTUAL TERMS

This document constitutes the Pricing Supplement for the Bonds described herein. This document must be read in conjunction with the programme memorandum dated 9 June, 2021 (the **Programme Memorandum**). Full information on the Issuer, the Guarantor and the offer of the Bonds is only available on the basis of the combination of this Pricing Supplement and the Programme Memorandum. Copies of the Programme

Memorandum may be obtained from the registered office of the Issuer (being, at the date of this Pricing Supplement, 1 Bartholomew Lane, London EC2N 2AX).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Programme Memorandum.

1.
 - (a) Issuer: Saltaire Finance plc
 - (b) Guarantor: The Secretary of State for Levelling Up, Housing and Communities (to which the functions of the Secretary of State for Housing, Communities and Local Government were transferred pursuant to The Transfer of Functions (Secretary of State for Housing and Communities Order) 2021)
2.
 - (a) Series Number: 3
 - (b) Tranche Number: 1
 - (c) Date on which the Bonds will be consolidated and form a single Series: Not Applicable
3. Aggregate Nominal Amount:
 - (a) Series: £350,000,000
 - (b) Tranche: £350,000,000
4. Issue Price: 100 per cent. of the Aggregate Nominal Amount
5.
 - (a) Specified Denominations: £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Bonds in definitive form will be issued with a denomination above £199,000.
 - (b) Calculation Amount: £1,000
6.
 - (a) Issue Date: 14 March, 2023
 - (b) Interest Commencement Date: Issue Date
7. Maturity Date: Not Applicable
8. Legal Maturity Date: 14 March 2055
9. Expected Maturity Date: 14 March 2053
10. Interest Basis: Fixed Rate Bond
11. Redemption Basis: Redemption on the Expected Maturity Date or the Legal Maturity Date as the case may be
12. Date Board approval for issuance of Bonds obtained: 3 March, 2023

13.	Fixed Rate Bond Provisions	Applicable
(a)	Rate of Interest:	4.809 per cent. per annum payable in arrear on each Interest Payment Date
(b)	Interest Payment Date(s):	14 March and 14 September in each year commencing 14 September, 2023 up to and including the Legal Maturity Date
(c)	Fixed Coupon Amount(s): <i>(Applicable to Bonds in definitive form only)</i>	£24.045 per Calculation Amount In relation to Bonds in definitive form only, the amount of interest payable in respect of each such Bond shall be the product of the Fixed Coupon Amount and the amount by which the Calculation Amount is multiplied to reach the Specified Denomination of the relevant Bond, rounding the resultant figure to the nearest penny, half a penny being rounded upwards.
(d)	Broken Amount(s): <i>(Applicable to Bonds in definitive form only.)</i>	Not Applicable
(e)	Day Count Fraction:	As specified in Condition 8.1
(f)	Interest Determination Date(s):	14 March and 14 September in each year
14.	Floating Rate Bond Provisions	Not Applicable

15.	Amount payable on Early Redemption:	As specified in Condition 10.3
16.	Benchmark Gilt:	1.50 % Treasury Gilt due July 2053

17.	Form of Bonds:	
	(a) Form:	Temporary Global Bond exchangeable for a Permanent Global Bond which is exchangeable for Definitive Bonds only upon an Exchange Event
	(b) New Global Note:	Yes
18.	Talons for future Coupons to be attached to Definitive Bonds:	Yes, as the Bonds 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
19.	Details relating to Instalment Bonds:	Not Applicable

20. Other terms or special conditions: Condition 2.3 applies - £100,000,000 in nominal amount of the Bonds shall be immediately purchased by the Issuer on the Issue Date

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Pricing Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of Saltaire Finance plc:



By:

Per pro Intertrust Directors 1 Limited, as Director

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

Application has been made by the Issuer (or on its behalf) for the Bonds to be listed on the main market of the London Stock Exchange with effect from 14 March, 2023. The Existing Bonds are already listed on the main market of the London Stock Exchange.

2. RATINGS

Ratings: The Bonds to be issued have been rated "Aa3" by Moody's Investors Service Limited.

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

Save for any fees payable to the relevant Dealer, so far as the Issuer is aware, no person involved in the issue of the Bonds has an interest material to the offer.

4. OPERATIONAL INFORMATION

- (i) ISIN: XS2596082102
- (ii) Common Code: 259608210
- (iii) CFI: DAVNFB, or as updated on the website of the Association of National Numbering Agencies (ANNA)
- (iv) FISN: SALTAIRE FINANC/VAREMTN 20550309, or as updated on the website of the Association of National Numbering Agencies (ANNA)
- (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 Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Bonds 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.

5. DISTRIBUTION

- (i) Method of distribution: Non-Syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Stabilisation Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of relevant Dealer: RBC Europe Limited
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Additional selling restrictions: Not Applicable

6. AMENDMENTS TO THE PROGRAMME MEMORANDUM

- (a) The audited financial statements for the Issuer, including the report of the auditors, in respect of the year ended 31st December, 2021 have been published by the Issuer (the **2021 Financial Statements**). The 2021 Financial Statements shall be incorporated in, and form part of, the Programme Memorandum for the purposes of the issue of the Bonds. Copies of the 2021 Financial Statements can be obtained from the registered office of the Issuer.

The paragraph in the Programme Memorandum under the heading "Significant or Material Change" shall be deleted in its entirety and replaced with the following:

"There has been no significant change in the financial performance or financial position of the Issuer since 31st December, 2021 and there has been no material adverse change in the prospects of the Issuer since 31st December, 2021."

- (b) The paragraph entitled "Operations" in the section of the Programme Memorandum entitled "Description of the Issuer" shall be deleted in its entirety and replaced with the following:

"The Issuer commenced operations on 12th November, 2021 and has published financial statements for the year ended 31st December, 2021."

- (c) References in the Programme Memorandum to the "Secretary of State for Housing, Communities and Local Government" shall be replaced with the "Secretary of State for Levelling Up, Housing and Communities (to which the functions of the Secretary of State for Housing, Communities and Local Government were transferred pursuant to The Transfer of Functions (Secretary of State for Housing and Communities Order) 2021)".