

EXECUTION VERSION

FINAL TERMS

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2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 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.

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 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

16th January, 2019

CLARION FUNDING PLC

Legal entity identifier (LEI): 213800BLOAKXC1BXLJ29

**Issue of £250,000,000 2.625 per cent. Secured Notes due 2029
under the £3,000,000,000**

Secured 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 set forth in the Offering Circular dated 21st September, 2018 and the supplement to it dated 8th January, 2019 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published via the regulatory news service maintained by the London Stock Exchange's (www.londonstockexchange.com/exchange/news/market-news/market-news-home.html).

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| 1. | Issuer: | Clarion Funding plc |
| 2. | (a) Series Number: | 2 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single | Not Applicable |

Series:

3. Specified Currency or Currencies: Pounds Sterling (£)
4. Aggregate Principal Amount:
- (a) Series: £250,000,000
- (b) Tranche: £250,000,000
5. Issue Price: 99.156 per cent. of the Aggregate Principal Amount
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 (in relation to calculation of interest in respect of Notes in global form see Conditions): £1,000
7. (a) Issue Date: 18th January, 2019
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 18th January, 2029
9. Interest Basis: 2.625 per cent. Fixed Rate
(see paragraph 15 below)
10. Redemption 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 Basis: Not Applicable
12. Date Board approval for issuance of Notes obtained: 20th September, 2018

PROVISIONS RELATING TO THE UNDERLYING SECURITY

13. Numerical Apportionment Basis: Applicable
- (a) Issuer's Series Security Percentage on the Issue Date: 4.91 per cent.
- (b) Minimum Value of the NAB Charged Properties on the Issue Date: £5,202,535,750.18
14. Specific Apportionment Basis: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| (a) | Rate(s) of Interest: | 2.625 per cent. per annum payable in arrear on each Interest Payment Date |
| (b) | Interest Payment Date(s): | 18th January and 18th July in each year up to and including the Maturity Date |
| (c) | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | £13.13 per Calculation Amount |
| (d) | Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | Not Applicable |
| (e) | Day Count Fraction: | Actual/Actual (ICMA) |
| (f) | Determination Date(s): | 18th January and 18th July in each year |
| 16. | Floating Rate Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | Final Redemption Amount: | £1,000 per Calculation Amount |
| 18. | Early Redemption in respect of redemption pursuant to Condition 9.2 (<i>Early Redemption</i>): | Applicable |
| (a) | Specified Benchmark Gilt: | 6% Treasury Stock December 2028 |
| (b) | Spens Margin: | 0.25 per cent. |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 19. | Form of Notes: | |
| (a) | Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event |
| (b) | New Global Note: | Yes |
| 20. | Additional Financial Centre(s): | Not Applicable |
| 21. | Talons for future Coupons to be attached to Definitive Notes: | No |

Signed on behalf of Clarion Funding plc:

By: A Francis.....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and admitted to the Official List of the UK Listing Authority with effect from 21st January, 2019.
- (ii) Estimate of total expenses related to admission to trading: £5,400

2. RATINGS

Ratings: The Notes to be issued are expected to be rated "A3" by Moody's Investors Service Limited and "A" by S&P Global Ratings Europe Limited

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

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their 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, the Group Borrower and the Borrower and their affiliates in the ordinary course of business.

4. YIELD

Indication of yield: 2.722 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.

5. OPERATIONAL INFORMATION

- (i) ISIN: XS1936791612
- (ii) Common Code: 193679161
- (iii) CFI: DAFXFB
- (iv) FISN CLARION FUNDING/1EMTN 20290118
- (v) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment

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| (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 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 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. |

6. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Barclays Bank PLC
HSBC Bank plc
RBC Europe Limited |
| (iii) | Date of Subscription Agreement: | 16th January, 2019 |
| (iv) | Stabilisation Manager(s) (if any): | HSBC Bank plc |
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (vi) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vii) | Prohibition of Sales to EEA Retail Investors: | Applicable |