

## Part VI – Pro forma wholesale final terms

*ICMA pro forma final terms for medium term note programmes for use in connection with issues of securities with a denomination of at least €100,000 to be admitted to trading on an EEA or UK regulated market and issues of securities to be admitted to trading only on an EEA or UK regulated market, or specific segment of an EEA or UK regulated market, to which only qualified investors have access*

March 2022

**[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 Directive (EU) 2016/97 (as amended, 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 (as amended, the “**Prospectus Regulation**”)¹. 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.]²

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**[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 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 (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, 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 Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA³. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law 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.]⁴

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<sup>5</sup>**[MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/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 [Directive 2014/65/EU (as amended, “**MiFID II**”)] [MiFID II]; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [Consider any negative target market.]⁶ Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/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/s’] target market assessment) and determining appropriate distribution channels.]

**[<sup>7</sup>UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of [the/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 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 European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. *[Consider any negative target market]*<sup>6</sup>. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/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/s’] target market assessment) and determining appropriate distribution channels.]

**Final Terms dated ●**

**[Name of Issuer]**

PR 8(4) -  
comprehen-si  
bility

March 2020

**Legal entity identifier (LEI): [ ]<sup>8</sup>**

Issue of **[Aggregate Nominal Amount of Tranche] [Title of Notes]**

[Guaranteed by **[Name of Guarantor]**]

under the **[insert Programme Amount] [Debt Issuance Programme]**

**[Euro Medium Term Note Programme]**

[The Notes will only be admitted to trading on *[insert name of relevant QI market/segment]*, which is [[an EEA regulated market][a specific segment of an EEA regulated market] (as defined in MiFID II)][a specific segment of the London Stock Exchange’s main market], to which only qualified investors (as defined in the [Prospectus Regulation][UK Prospectus Regulation]) can have access and shall not be offered or sold to non-qualified investors.]<sup>9</sup>

**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 Prospectus<sup>10</sup> dated ●<sup>11</sup> [and the supplement(s) to it dated ● ]<sup>12</sup> which [together] constitute[s] a base prospectus (the “**[Base] Prospectus**”) for the purposes of [Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”)]/[the Prospectus Regulation][and][Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”)]/[the UK Prospectus Regulation]. This document constitutes the Final Terms of the Notes described herein for the purposes of the [Prospectus Regulation][and][UK Prospectus Regulation] and must be read in conjunction with the [Base] Prospectus in order to obtain all the relevant information. The [Base] Prospectus has been

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published on [Issuer's/financial intermediaries'/ regulated market's/London Stock Exchange's] website.<sup>13</sup>

*The following alternative language applies if the first tranche of an issue which is being increased was issued under a base prospectus with an earlier date.*<sup>14</sup>

September 2015

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus<sup>10</sup> dated [original date] [and the supplement(s) to it dated ● ]<sup>11</sup> which are incorporated by reference in the Prospectus dated [current date]. This document constitutes the Final Terms of the Notes described herein for the purposes of [Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”)]/[the Prospectus Regulation][and][Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”)]/[the UK Prospectus Regulation] and must be read in conjunction with the Prospectus dated [current date] [and the supplement(s) to it dated ● ], which [together] constitute[s] a base prospectus for the purposes of the [Prospectus Regulation][and][UK Prospectus Regulation] (the “**[Base] Prospectus**”) in order to obtain all the relevant information, save in respect of the Conditions which are extracted from the Prospectus dated [original date] [and the supplement(s) to it dated ● ]<sup>12</sup>. The [Base] Prospectus has been published on [Issuer's/financial intermediaries'/ regulated market's/London Stock Exchange's] website.<sup>13</sup>

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*[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs (in which case the sub-paragraphs of the paragraphs which are not applicable can be deleted). Italics denote guidance for completing the Final Terms.]*

September 2015

- |    |  |  |  |                 |                    |
|----|--|--|--|-----------------|--------------------|
| 1. | [(i)] Issuer: <sup>15</sup>                      | [   ]  |  |                 | September<br>2015  |
|    | [(ii)] Guarantor:                                | [   ]  |  |                 |                    |
| 2. | [(i)] Series Number:                             | [   ]  |  | 28              | March 2020         |
|    | [(ii)] Tranche Number:                           | [   ]  |  |                 |                    |
|    | [(iii)] Date on which the Notes become fungible: | [Not Applicable/The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the [insert description of the Series] on [insert date/the Issue Date/ 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 [insert date]]].] |  |                 | 15 4.2(a) Cat<br>B |
| 3. | Specified Currency or Currencies:                | [   ]  |  | 15 4.5<br>Cat C | March 2020         |
| 4. | Aggregate Nominal Amount:                        | [   ]  |  | 15 4.1<br>Cat C | March 2020         |
|    | [(i)] Series:                                    | [   ]  |  |                 |                    |

	[(ii) Tranche:	[   ]]		
5.	Issue Price:	[   ] per cent of the Aggregate Nominal Amount [plus accrued interest from <i>[insert date] (if applicable)</i> ]	PR 8(4) – Comprehensibility	March 2020
6.	(i) Specified Denominations:	[   ] <sup>16 17</sup>	15 4.2 (a) Cat B	March 2020
	(ii) Calculation Amount:	[   ] <sup>18</sup>	15 4.8 (b) Cat B	
7.	(i) Issue Date:	[   ]	15 4.13 Cat C	March 2020
	(ii) Interest Commencement Date:	[Specify/Issue Date/Not Applicable <sup>19</sup> ]	15 4.8 (ic) Cat C	
8.	Maturity Date:	[Specify date or (for Floating Rate Notes) Interest Payment Date falling in or nearest to the relevant month and year]	15 4.9(a) Cat C	March 2020
9.	Interest Basis:	[● per cent Fixed Rate]	15 4.8 (a) Cat C	March 2022
		[[● month [EURIBOR]/alternative reference rate <sup>20</sup> ]	15 4.8 (b) Cat B	
		+/- ● per cent Floating Rate]		
		[Zero Coupon] (See paragraph [14/15/16] below)	15 4.8 (b) Cat B	
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at [[●]/[100]] <sup>21</sup> per cent of their nominal amount	15 4.9 (b) Cat B	March 2020
11.	Change of Interest Basis:	[Specify the date when any fixed to floating rate change occurs or refer to paragraphs 14 and 15 below and identify there/Not Applicable] <sup>22</sup>	15 4.8 (b) Cat B	March 2020
12.	Put/Call Options:	[Investor Put] [Change of Control Put/Put Event] <sup>23</sup> [Issuer Call] (See paragraph [17/18/19] below)	15 4.9 (b) Cat B	March 2020
13.	[(i)] Status of the Notes:	[Senior/[Dated/Perpetual]/Subordinated] <sup>24</sup>	15 4.6 Cat A PR 8(3)	March 2020
	[(ii)] Status of the Guarantee:	[Senior/[Dated/Perpetual]/Subordinated] <sup>24</sup>		
	[(iii)] [Date [Board] approval for issuance of Notes [and Guarantee] obtained:	[   ] [and [   ], respectively]] (N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes or related Guarantee)	15 4.12 Cat C	

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>14.</b>	<b>Fixed Rate Note Provisions</b>	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>	15 4.8 (b) Cat B	March 2022
	(i) Rate[(s)] of Interest:	[ ] per cent per annum payable in arrear on each Interest Payment Date	15 4.8 (a) Cat C	
	(ii) Interest Payment Date(s):	[ ] in each year <sup>25</sup>	15 4.8 (ic) + (id) Cat C	
	(iii) Fixed Coupon Amount[(s)]:	[ ] per Calculation Amount	15 4.8 (b) Cat B	
	(iv) Broken Amount(s):	[ ] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [ ]	15 4.8 (b) Cat B	
	(v) Day Count Fraction:	[30/360 / Actual/Actual (ICMA) / include any other option from the Conditions] <sup>26</sup>	15 4.8 (b) Cat B	
	(vi) [Determination Dates:	[ ] in each year <i>(insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon. N.B. only relevant where Day Count Fraction is Actual/Actual (ICMA))</i>	15 4.8 (b) Cat B	
	(vii) <sup>23</sup> [Ratings Step-up/Step-down:	[Applicable/Not Applicable]	15 4.8 (b) Cat B	
	[- Step-up/Step-down Margin:	[ ] per cent per annum]]		
<b>15.</b>	<b>Floating Rate Note Provisions</b>	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>	15 4.8 (b) Cat B	March 2022
	(i) Interest Period(s):	[[ ]], subject to adjustment in accordance with the Business Day Convention set out in (iv) below/, not subject to any adjustment, as the Business Day Convention in (iv) below is specified to be Not Applicable]] <sup>27</sup>	15 4.8 second para (a) Cat A PR 8(3) 15 4.8 (b) Cat B 15 4.8 second para (c) Cat B	
	(ii) Specified Interest Payment Dates:	[[ ] in each year[, subject to adjustment in accordance with the Business Day Convention set out in (iv) below/, not subject to any adjustment, as the Business Day Convention in (iv) below is specified to be Not Applicable]] <sup>27</sup>	15 4.8 (d) Cat C 15 4.8 second para (c) Cat B	
	(iii) First Interest Payment Date:	[ ]	15 4.8 (d) Cat C	
	(iv) Business Day Convention <sup>27</sup> :	[Floating Rate Convention/ Following Business Day Convention/ Modified Following Business Day Convention/ Preceding Business Day Convention] [Not Applicable]	15 4.8 second para (c) Cat B	
	(v) Business Centre(s) <sup>27</sup> :	[ ]	15 4.8 second para (c) Cat B	



(vi) Manner in which the Rate(s) of Interest is/are to be determined:	[Screen Rate Determination/ISDA Determination]	15 4.8 second para (b) Cat C
(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Agent]):	[ ]	15 4.8 second para (f) Cat C
(viii) Screen Rate Determination:		
- Reference Rate:	[● month [EURIBOR]/ <i>alternative reference rate</i> <sup>20</sup> ]	15 4.8 second para (b) Cat C
- Interest Determination Date(s):	[ ]	15 4.8 second para (c) Cat B
- Relevant Screen Page:	[ ]	15 4.8 second para (b) Cat C
(ix) ISDA Determination:		15 4.8 second para (b) Cat C
- ISDA Definitions	[2006 ISDA Definitions]/[2021 ISDA Definitions] <sup>28</sup>  <i>[NB – Certain fallback events and fallback triggers applicable to some, or in one instance all, relevant interest rates under the 2021 ISDA Definitions (i.e. “Administrator/Benchmark Event”, “Generic Fallbacks” and “Calculation Agent Alternative Rate Determination” – see further note 28 relating to the pro forma final terms) are not workable in a notes issuance context without amendments to the Conditions to disapply those provisions and/or to include bespoke replacement provisions (and consequential amendments to the pro forma final terms). The additional amendments may be reflected in the Conditions at the programme level or included in a drawdown prospectus at the point of issue.]</i>	15.4.8 second para (c) Cat B
- Floating Rate Option:	[ ] <i>(If “2021 ISDA Definitions” is selected, ensure this is a Floating Rate Option included in the Floating Rate Matrix (as defined in the 2021 ISDA Definitions))</i>	15 4.8 second para (b) Cat C
- Designated Maturity:	[ ]/[Not Applicable] <i>(A Designated Maturity period is not relevant where the relevant Floating Rate Option is a risk-free rate)</i>	15 4.8 second para (c) Cat B
- Reset Date:	[ ]	15 4.8 second para (c) Cat B
- Compounding:	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining items of this subparagraph)</i>	15 4.8 second para (c) Cat B

- Compounding Method:	<p>[Compounding with Lookback Lookback: [●] Applicable Business Days]</p> <p>[Compounding with Observation Period Shift Observation Period Shift: [●] Observation Period Shift Business Days Observation Period Shift Additional Business Days: [●]/[Not Applicable]]</p> <p>[Compounding with Lockout Lockout: [●] Lockout Period Business Days Lockout Period Business Days: [●]/[Applicable Business Days]]</p>	15 4.8 second para (c) Cat B
- Averaging:	<p>[Applicable/Not Applicable]</p> <p><i>(If not applicable, delete the remaining items of this subparagraph)</i></p>	15 4.8 second para (c) Cat B
- Averaging Method:	<p>[Averaging with Lookback Lookback: [●] Applicable Business Days]</p> <p>[Averaging with Observation Period Shift Observation Period Shift: [●] Observation Period Shift Business Days Observation Period Shift Additional Business Days: [●]/[Not Applicable]]</p> <p>[Averaging with Lockout Lockout: [●] Lockout Period Business Days Lockout Period Business Days: [●]/[Applicable Business Days]]</p>	15 4.8 second para (c) Cat B
- Index Provisions:	<p>[Applicable/Not Applicable]</p> <p><i>(If not applicable, delete the remaining items of this subparagraph)</i></p>	15 4.8 second para (c) Cat B
- Index Method <sup>29</sup> :	<p>Compounded Index Method with Observation Period Shift</p> <p>Observation Period Shift: [●] Observation Period Shift Business Days</p> <p>Observation Period Shift Additional Business Days: [●]/[Not Applicable]</p>	15 4.8 second para (c) Cat B
(x) <sup>23</sup> [Linear Interpolation:	Not Applicable/Applicable – the Rate of Interest for the [long/ short] [first/last] Interest Period shall be calculated using Linear Interpolation ( <i>specify for each short or long interest period</i> )	15 4.8 second para (c) Cat B
(xi) Margin(s):	[+/-][ ] per cent per annum	15 4.8 second para (c) Cat B
(xii) Minimum Rate of		15 4.8 second

Interest:	[ ] per cent per annum	para (c) Cat B
(xiii) Maximum Rate of Interest:	[ ] per cent per annum	15 4.8 second para (c) Cat B
(xiv) Day Count Fraction:	[ ] <sup>26</sup>	15 4.8 second para (c) Cat B
(xv) <sup>23</sup> [Ratings Step-up/Step-down:	[Applicable/Not Applicable]	15 4.8 (b) Cat B
[- Step-up/Step-down Margin:	[ ] per cent per annum]]	15 4.8 second para (c) Cat B
<b>16.</b> Zero Coupon Note Provisions	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>	15 4.8 (b) Cat B
(i) [Amortisation / Accrual] Yield:	[ ] per cent per annum	15 4.9 (b) Cat B
(ii) [Reference Price:	[ ]]	
(iii) [Day Count Fraction in relation to Early Redemption Amounts:	[[30/360][Actual/360] [Actual/365]] <i>(Include any other option from the Conditions)</i>	

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## PROVISIONS RELATING TO REDEMPTION

<b>17.</b> Call Option	[Applicable/Not Applicable] <i>(If not applicable, delete the remaining sub-paragraphs of this paragraph)</i>	March 2020
(i) Optional Redemption Date(s):	[ ]	15 4.9 (ib) Cat B
(ii) Optional Redemption Amount(s) of each Note:	[ ] per Calculation Amount [/ Spens Amount/Make-whole Amount] <sup>23</sup> <i>(If Spens Amount or Make-whole Amount is selected, include items (A) to (E) below or relevant options as are set out in the Conditions)</i>	15 4.9 (b) Cat B
[(A) Reference Bond:	<i>[Insert applicable Reference Bond]]</i>	
[(B) Quotation Time:	[ ]]	
[(C) Redemption Margin:	[[ ] per cent]]	
[(D) Determination Date:	[ ]]	
[(E) Reference Dealers:	[ ]]	
(iii) If redeemable in part:		15 4.9 (ib) Cat B
(a) Minimum Redemption Amount:	[ ] per Calculation Amount	
(b) Maximum Redemption Amount:	[ ] per Calculation Amount	
(iv) Notice period: <sup>30</sup>	[ ] days	15 4.9 (b) Cat B



<b>18.</b>	Put Option	[Applicable/Not Applicable] (If not applicable, delete the remaining sub-paragraphs of this paragraph)		March 2020
	(i) Optional Redemption Date(s):	[   ]	15 4.9 (b) Cat B	
	(ii) Optional Redemption Amount(s) of each Note:	[   ] per Calculation Amount	15 4.9 (b) Cat B	
	(iii) Notice period: <sup>30</sup>	[   ] days	15 4.9 (b) Cat B	
<b>19.</b>	[Change of Control Put Option/ Put Event] <sup>23</sup>	[Applicable/Not Applicable]		March 2020
	[(i) Optional Redemption Amount(s) of each Note:	[   ] per Calculation Amount]	15 4.9 (b) Cat B	
	[(ii) Put Period:	[   ]]	15 4.9 (b) Cat B	
	[(iii) Put Date:	[   ]]	15 4.9 (ib) Cat B	
<b>20.</b>	Final Redemption Amount of each Note:	[●]/[Par] per Calculation Amount	15 4.9 (b) Cat B	March 2020
<b>21.</b>	Early Redemption Amount			March 2020
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	[●]/[Par] per Calculation Amount	15 4.9 (b) Cat B	

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

<b>22.</b>	Form of Notes:	<b>Bearer Notes:</b>	15 4.4 (a) Cat A PR 8(3)	March 2020
		[Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]		
		[Temporary Global Note exchangeable for Definitive Notes on [   ] days' notice] <sup>31</sup>		
		[Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note]		
		<b>Registered Notes:</b>		
		[Regulation S Global Note (US\$/€[   ] nominal amount) registered in the name of a nominee for [DTC/a common depositary for Euroclear <a href="#">Bank</a> and Clearstream, Luxembourg/a common safekeeper for Euroclear <a href="#">Bank</a> and		

Clearstream, Luxembourg]]

[Rule 144A Global Note (US\$[ ] nominal amount) registered in the name of a nominee for [DTC/a common depository for Euroclear [Bank](#) and Clearstream, Luxembourg/a common safekeeper for Euroclear [Bank](#) and Clearstream, Luxembourg]]

**Dematerialised Notes:**

Dematerialised Notes recorded in the name of a nominee for a common recordkeeper for Euroclear Bank and Clearstream, Luxembourg in an issuance record maintained by such common recordkeeper. The Dematerialised Notes will be exchangeable for uncertificated registered notes in the limited circumstances specified in the Conditions.

- |            |   |  |  |            |
|------------|---|--|--|------------|
| <b>23.</b> | New Global Note: <sup>32</sup>  | [Yes] [No]   | 15 4.4 (a)<br>Cat A<br>PR 8(3)             | March 2020 |
| <b>24.</b> | Financial Centre(s): <sup>33</sup>  | [Not Applicable/give details]<br>(Note that this paragraph relates to the date of payment, and not the end dates of interest periods for the purposes of calculating the amount of interest, to which sub paragraph 15(v) relates) | 15 4.8 (d)<br>Cat C<br>15 4.9 (b)<br>Cat B | March 2020 |
| <b>25.</b> | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | [No/Yes. As the Notes 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.]  | 15 4.8 (b)<br>Cat B                        | March 2020 |

**THIRD PARTY INFORMATION**

[(Relevant third party information) has been extracted from (specify source). [Each of the] [The] Issuer [and the Guarantor(s)] confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by (specify source), no facts have been omitted which would render the reproduced information inaccurate or misleading.] <sup>34</sup>	15 1.4 Cat C	March 2020
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Signed on behalf of [name of the Issuer]:	March 2020
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By: .....  
Duly authorised

Signed on behalf of the [*name of the Guarantor*]:

March 2020

By: .....  
Duly authorised]

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING<sup>35</sup>

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- (i) Admission to trading: [Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on *[specify relevant regulated market and also any third country market, SME Growth Market or MTF and, if relevant, listing on an official list (for example, the official list of Euronext Dublin)]* [the London Stock Exchange's main market and to be listed on the Official List of the Financial Conduct Authority] with effect from [ ].] [Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on *[specify relevant regulated market and also any third country market, SME Growth Market or MTF and, if relevant, listing on an official list (for example, the official list of Euronext Dublin)]* [the London Stock Exchange's main market and to be listed on the Official List of the Financial Conduct Authority] with effect from [ ].] [Not Applicable.]
- (Where documenting a fungible issue need to indicate that original Notes are already admitted to trading.)*
- 15 5.1 (a)  
Cat B  
28  
15 5.1 (b)  
Cat C

- (ii) Estimate of total expenses related to admission to trading: [ ] 15 6.1 Cat C March 2020

### 2. RATINGS

March 2020

- Ratings<sup>36</sup>: [[The Notes to be issued [have been/are expected to be] rated]/[The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally]]:
- [S & P: [ ]]
- [Moody's: [ ]]
- [[Fitch: [ ]]
- [[Other]: [ ]]
- [Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]*
- 15 7.3 Cat C

*(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)*

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

15 3.1  
Cat C March 2020

*(Need to include a description of any interest, including a conflict of interest, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the statement below:)*

[Save for any fees payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The [Managers/Dealers] 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 [and the Guarantor] and [its/their] affiliates in the ordinary course of business. *(Amend as appropriate if there are other interests)*]

*[(When adding any other description, consideration should be given as to whether such matters described constitute “significant new factors” and consequently trigger the need for a supplement to the Prospectus under Article 23 of the [Prospectus Regulation][and][UK Prospectus Regulation].)]*

### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

March 2020

Reasons for the offer: [ ]  
[See [“Use of Proceeds”] in [Base] Prospectus/*Give details*]  
*(See [“Use of Proceeds”] wording in [Base] Prospectus – if reasons for offer different from what is disclosed in the [Base] Prospectus, give details here.)*

15 3.2  
Cat C

Estimated net proceeds: [ ]

### 5. [Fixed Rate Notes only – YIELD

15 4.10  
Cat C March 2020

Indication of yield: [ ]  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.]

### 6. OPERATIONAL INFORMATION

March 2022

ISIN: [ ]  
Common Code: [ ]  
[CUSIP: [ ]]  
[CINS: [ ]]<sup>37</sup>

15 4.2 (b)  
Cat C

Any clearing system(s) other than [DTC,] Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):	[Not Applicable/give name(s) and number(s)]	15 4.4 (b) Cat C
Delivery:	Delivery [against/free of] payment	
Names and addresses of additional Paying Agent(s) (if any):	[   ]	15 5.2 Cat C
[Intended to be held in a manner which would allow Eurosystem eligibility <sup>38 39</sup> :	<p><u><a href="#">[For Bearer Notes and Registered Notes only]</a></u></p> <p>[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 registered in the name of a nominee of one of the ICSDs acting as common safekeeper)] <i>[include this text for registered notes]</i> 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.]/</p> <p>[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 ][(and [registered in the name of a nominee of one of the ICSDs acting as common safekeeper) <i>[include this text for registered notes]</i>. 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.]]</p> <p><u><a href="#">[For Dematerialised Notes only]</a></u></p> <p><u><a href="#">[Yes. Note that the designation “yes” simply means that the Dematerialised Notes are intended upon issue to be</a></u></p>	28



recorded in the name of a nominee of one of the ICSDs acting as common recordkeeper (therefore issued and held via an eligible ICSD or securities settlement systems (SSS)) and does not necessarily mean that the Dematerialised 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.]/ [The option "No" is not applicable for Dematerialised Notes.]

## 7. DISTRIBUTION<sup>40</sup>

March 2020

- |  |  |                             |
|--|--|-----------------------------|
| (i) Method of distribution:                          | [Syndicated/Non-syndicated]  |                             |
| (ii) If syndicated:                                  |  |                             |
| (A) Names of Managers:                               | [Not Applicable/give names]  |                             |
| (B) Stabilisation Manager(s) if any:                 | [Not Applicable/give names]  | PR 8(3)                     |
| (iii) If non-syndicated, name of Dealer:             | [Not Applicable/give name]   |                             |
| (iv) US Selling Restrictions:                        | [Reg. S Compliance Category [1/2/3]; [Rule 144A;] TEFRA C/TEFRA D/ TEFRA not applicable]   | 15 4.14<br>Cat A<br>PR 8(3) |
|  | <u>[For Dematerialised Notes, the option "TEFRA not applicable" should be selected.]</u>   |                             |
| [(v) Prohibition of Sales to EEA Retail Investors:   | [Applicable][Not Applicable]<br><i>(If the Notes clearly do not constitute "packaged" products, or the Notes do constitute "packaged" products and a key information document will be prepared in the EEA, "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no key information document will be prepared in the EEA, "Applicable" should be specified.)</i> <sup>41</sup> | 15 4.14<br>Cat A<br>PR 8(3) |
| [(xiii) Prohibition of Sales to UK Retail Investors: | [Applicable][Not Applicable]<br><i>(If the Notes clearly do not constitute "packaged" products, or the Notes do constitute "packaged" products and a key information document will be prepared in the UK, "Not Applicable" should be</i>   |                             |

*specified. If the Notes may constitute “packaged” products and no key information document will be prepared in the UK, “Applicable” should be specified.)]*<sup>42</sup>

<b>Summary report:</b> <b>Litera Compare for Word 11.12.0.83 Document comparison done on</b> <b>27/10/2025 17:36:19</b>	
<b>Style name:</b> DP Style 2	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> iw://cloudimanager.com/emea/10320007502/1 - ICMA Pro-forma-wholesale-final-terms-Final-March-2022 (1).docx	
<b>Modified DMS:</b> iw://cloudimanager.com/emea/10320007502/6 - ICMA Pro-forma-wholesale-final-terms-Final-March-2022 (1).docx	
<b>Changes:</b>	
<u>Add</u>	15
<del>Delete</del>	0
<del>Move From</del>	0
<u>Move To</u>	0
<u>Table Insert</u>	0
<del>Table Delete</del>	0
<u>Table moves to</u>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>15</b>