

## 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 (EU) 2016/97, 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 “**EU 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 EU PRIIPs Regulation.

**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 Financial Services and Markets Act 2000 (as amended, 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 (“**UK MiFIR**”). Consequently no key information document required 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.

**UK MiFIR PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ECPs 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 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 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.

**Final Terms dated 5 December 2022**

**TSB BANKING GROUP PLC**

**Legal Entity Identifier (LEI): 213800KWCGLFG9WZDX35**

**Issue of £250,000,000 Floating Rate Notes due December 2026 (the “Notes”)**

**under the £2,000,000,000 Euro Medium Term Note Programme of TSB Banking Group plc and  
the £2,000,000,000 Euro Medium Term Note Programme of TSB Bank plc**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the base prospectus dated 29 March 2022 which, together with the supplemental base prospectus dated 30 November 2022, constitutes a base prospectus (as supplemented, the “**Base 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 (the “**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 Base Prospectus.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms have been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1. Issuer: TSB Banking Group plc

**DESCRIPTION OF THE NOTES**

2. (i) Series Number: 2022-3  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Pounds Sterling (“£”)
4. Aggregate Principal Amount: £250,000,000
5. Issue Price: 100 per cent. of the Aggregate Principal Amount
6. (i) Specified Denominations: £100,000  
(ii) Calculation Amount: £100,000
7. (i) Issue Date: 9 December 2022  
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 9 December 2026
9. Interest Basis: Floating Rate SONIA +3.40 per cent.  
(see paragraph 16 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 principal amount.

11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Call Options:	Issuer Call (see paragraph 18 below)
13.	(i) Status of the Notes:	Senior Preferred Notes
	(ii) Senior Preferred Notes and Senior Non-Preferred Notes Waiver of Set-off:	Condition 3(d): Applicable
	(iii) Tier 2 Capital Notes, Senior Preferred Notes and Senior Non-Preferred Notes Restricted Default:	Condition 14(b): Applicable
	(iv) Senior Preferred Notes and Senior Non-Preferred Notes: Gross-up of principal:	Not Applicable
	(v) Date Board approval for issuance of Notes obtained:	26 November 2019

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Note Provisions</b>	Not Applicable
15.	<b>Reset Note Provisions</b>	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Specified Period(s):	Not Applicable
	(ii) Interest Payment Dates:	9 March, 9 June, 9 September and 9 December in each year, up to (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below
	(iii) First Interest Payment Date:	9 March 2023
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Additional Business Centre(s):	Not Applicable
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable
	(viii) Screen Rate Determination:	Applicable
	(a) Reference Rate:	SONIA

- (b) Reference Bank(s): Not Applicable
- (c) Interest Determination Date(s): The fifth London Banking Day prior to the last day of each Interest Period, or in respect of the last Interest Period, the fifth London Banking Day prior to the Maturity Date.
- (d) Relevant Screen Page: Reuters Screen SONIA page (or any replacement thereof)
- (e) Index Determination: Not Applicable
- (f) Observation Method: Lag
- (g) Observation Look-Back Period: 5 London Banking Days
- (h) Observation Shift Period: Not Applicable
- (i) SONIA Compounded Index Observation Shift Period: Not Applicable
- (j) Relevant Fallback Screen Page: Not Applicable
- (k) Relevant Time: Not Applicable
- (l) Relevant Financial Centre: London
- (m) Designated Maturity: Not Applicable
- (n) Determination Time: Not Applicable
- (o) ISDA Determination: Not Applicable
  
- (p) Floating Rate Option: Not Applicable
- (q) Reset Date: Not Applicable
- (r) ISDA Definitions: Not Applicable
- (s) Linear Interpolation: Not Applicable
- (t) Margin: +3.40 per cent. per annum
- (u) Minimum Rate of Interest: Zero per cent. per annum
- (v) Maximum Rate of Interest: Not Applicable
- (w) Day Count Fraction: Actual/365 (Fixed)

17. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION, SUBSTITUTION AND VARIATION**

18. **Call Option** Applicable

	(i) Optional Redemption Date(s) (Call):	9 December 2025
	(ii) Optional Redemption Amount (Call):	£100,000 per Calculation Amount
	(iii) Series redeemable in part:	No
	(iv) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(v) Notice period:	Minimum period: 5 business days in London Maximum period: 30 business days in London
19.	<b>Senior Preferred Notes and Senior Non-Preferred Notes</b>	
	(i) Senior Preferred Notes and Senior Non-Preferred Notes: Loss Absorption Disqualification Event Redemption:	Applicable
	(i) Loss Absorption Disqualification Event:	Full or Partial Exclusion
	(ii) Optional Redemption Amount (Loss Absorption Disqualification Event):	£100,000 per Calculation Amount
	(iii) Senior Preferred Notes and Senior Non-Preferred Notes: Substitution and Variation:	Applicable
20.	<b>Tier 2 Capital Notes</b>	Not Applicable
21.	Early Redemption Amount (Tax):	£100,000 per Calculation Amount
22.	Final Redemption Amount:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at £100,000 per Calculation Amount
23.	Redemption Amount for Zero Coupon Notes:	Not Applicable

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24.	Form of Notes:	<b>Bearer Notes:</b> Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes
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in the limited circumstances described in the Permanent Global Note

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|-----|---|----------------|
| 25. | New Global Note:  | Yes            |
| 26. | New Safekeeping Structure:  | Not Applicable |
| 27. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 28. | Talons for future Coupons to be attached to Definitive Notes:                         | No             |

**SIGNED** on behalf of  
**TSB BANKING GROUP PLC:**

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. Listing

- (i) Listing and admission to trading: Application is expected to be 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 with effect from 9 December 2022.
- (ii) Estimate of total expenses related to admission to trading: £5,080

### 2. Ratings

Ratings: The Notes to be issued are not expected to be rated.

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: *see “Use of Proceeds” in the Base Prospectus*
- (ii) Estimated net proceeds: £250,000,000

### 5. OPERATIONAL INFORMATION

- (i) ISIN: XS2561400396
- (ii) Common Code: 256140039
- (iii) Any clearing system(s) other than Euroclear or Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery free of payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: 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. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday 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.

6. **DISTRIBUTION**

- (i) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (ii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iii) Prohibition of Sales to UK Retail Investors: Applicable
- (iv) Prohibition of Sales to Belgian Consumers: Not Applicable
- (v) Method of distribution: Non-syndicated
- (vi) If syndicated: Not Applicable
- (vii) If non-syndicated, name and address of Dealer: Not Applicable

7. **BENCHMARK REGULATION** As far as the Issuer is aware, as at the date hereof, SONIA does not fall within the scope of the Benchmark Regulation (Regulation (EU) 2016/1011) as it forms part of domestic law by virtue of the EUWA.