

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 Regulation (EU) No 600/2014 as it forms part of domestic law of the UK 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.. 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 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 (the **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 (as amended), 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.

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 (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 Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); or (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 of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law of 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.

5 August 2022

ANNINGTON FUNDING PLC

Legal Entity Identifier (LEI): 549300KK63W8VZIONZ83

**Issue of £135,000,000 3.935 per cent. Fixed Rate Notes due 2047 (the New Notes)
(to be consolidated and form a single Series with the existing
£625,000,000 3.935 per cent. Fixed Rate Notes due 12 July 2047 issued on 12 July 2017)
(the Original Notes and, together with the New Notes, the Notes)**

Guaranteed by Annington Limited, Annington Homes Limited and Annington Property Limited

under the £5,000,000,000
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 terms and conditions of the Notes (the **Conditions**) set forth in the Offering Circular dated 28 June 2017, which is incorporated by reference in the Offering Circular dated 27 July 2022. This document constitutes the Final Terms of the Notes described herein for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**) (the **UK Prospectus Regulation**) and must be read in conjunction with the Offering Circular dated 27 July 2022, which constitutes a base prospectus for the purposes of the UK Prospectus Regulation (the **Offering Circular**), including the Conditions incorporated by reference in the Offering Circular, in order to obtain all the relevant information. The Offering Circular has been published on the website of the Regulatory News Service operated by the London Stock Exchange plc at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.]

1. (a) Issuer: Annington Funding plc
- (b) Guarantors: Annington Limited, Annington Homes Limited and Annington Property Limited
2. (a) Series Number: 5
- (b) Tranche Number: 2
- (c) Date on which the Notes will be consolidated and form a single Series: The New Notes will be consolidated and form a single Series with the Original Notes on the date that is 40 days after the Issue Date (the **Consolidation Date**)

Until the Consolidation Date, the New Notes will have a temporary ISIN and temporary Common Code. On and from the Consolidation Date, the New Notes will have the same ISIN and Common Code as the Original Notes
3. Specified Currency or Currencies: GBP (£)
4. Aggregate Nominal Amount:
 - (a) Series: £760,000,000
 - (b) Tranche: £135,000,000
5. Issue Price: 85.387 per cent. of the Aggregate Nominal Amount *plus* accrued interest in the amount of £404,192.93 in respect of the 28 days from, and including, the Interest Commencement Date to but excluding the Issue Date
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 global form see Conditions):	£1,000
7.	(a) Trade Date:	5 August 2022
	(b) Issue Date:	9 August 2022
	(c) Interest Commencement Date:	12 July 2022
8.	Maturity Date:	12 July 2047
9.	Interest Basis:	3.935 per cent Fixed Rate (see paragraph 14 below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the New Notes will be redeemed on the Maturity Date at 100 per cent of their nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Issuer Call Issuer Maturity Par Call (see paragraph 19/20/22 below)
13.	(a) Status of the Notes:	Senior, unsecured (subject to the provisions of Condition 4)
	(b) Date Board approval for issuance of New Notes and Guarantee obtained:	26 July 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.935 per cent per annum, payable semi-annually in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	12 January and 12 July in each year from and including 12 January 2023 up to (and including) the Maturity Date
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in	£19.68 per Calculation Amount

relation to Notes in global form
see Conditions):

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|-----|---|-------------------------------------|
| (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): | 12 January and 12 July in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Index Linked Interest/Redemption Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Notice periods for Condition 8.2: | Minimum period: 10 days
Maximum period: 60 days |
| 19. | Issuer Call: | Applicable/Not Applicable |
| (a) | Optional Redemption Date(s): | Any time from (and including) the Issue Date to (but excluding) the first day on which the Notes may be redeemed pursuant to the Issuer Maturity Par Call |
| (b) | Optional Redemption Amount: | Modified Spens Amount |
| (c) | Redemption Margin: | 0.30 per cent. |
| (d) | Reference Bond: | UKT 1.50% July 2047 |
| (e) | Quotation Time: | 11.00 a.m. (London time) |
| (f) | If redeemable in part: | |
| (i) | Minimum Redemption Amount: | Not Applicable |
| (ii) | Maximum Redemption Amount: | Not Applicable |
| (g) | Notice periods: | Minimum period: 10 days
Maximum period: 60 days |
| 20. | Issuer Maturity Par Call: | Applicable |

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| (a) | Maturity Par Call Period: | From (and including) 12 April 2047 to (but excluding) the Maturity Date. |
| (b) | Notice periods: | Minimum period: 10 days
Maximum period: 60 days |
| 21. | Investor Put: | Not Applicable |
| 22. | Change of Control Put: | Applicable in accordance with Condition 8.8 |
| (a) | Optional Redemption Amount: | £1,000 per Calculation Amount |
| (b) | Change of Control Put Period: | As per Condition 8.8 |
| (c) | Change of Control Put Date: | As per Condition 8.8 |
| 23. | Final Redemption Amount: | £1,000 per Calculation Amount |
| 24. | Early Redemption Amount payable on redemption for taxation reasons, indexation reasons or on Event of Default: | £1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of New Notes: | |
| (a) | Form: | Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event |
| (b) | New Global Note: | Yes |
| 26. | Additional Financial Centre(s): | Not Applicable |
| 27. | Talons for future Coupons to be attached to Definitive Notes: | 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 |

Signed on behalf of Annington Funding plc:

By: /s/ Stephen Leung

Duly authorised

Signed on behalf of Annington Property Limited:

By: /s/ Stephen Leung

Duly authorised

Signed on behalf of Annington Limited:

By: /s/ Stephen Leung

Duly authorised

Signed on behalf of Annington Homes Limited:

By: /s/ Stephen Leung

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing and Admission to trading: | Application is expected to be made by the Issuer (or on its behalf) for the New Notes to be admitted to trading on the London Stock Exchange plc's main market and to the Official List of the Financial Conduct Authority with effect from 10 August 2022 |
| (ii) | Estimate of total expenses related to admission to trading: | £5,080 |

2. RATINGS

Ratings: The New Notes to be issued are expected to be rated:

BBB by Fitch Ratings Limited

Baa2 by Moody's Investors Service Limited

Each of Fitch and Moody's is established in the United Kingdom and is registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the **UK CRA Regulation**). Each of Fitch and Moody's is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

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 New Notes has an interest material to the offer. The relevant 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 each Guarantor and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER

Reasons for the offer:	Refinancing existing indebtedness, including an allocation of the proceeds of the Notes toward the upsized tender offer for the Issuer's €600 million 1.650 per cent. Notes due 2024 and £625 million 2.646 per cent. Notes due 2025.
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5. YIELD

Indication of yield:	4.963 per cent.
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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

- (i) ISIN: The New Notes will initially bear the following temporary ISIN: XS2519717651
- From and including the Consolidation Date, the New Notes will bear the following permanent ISIN: XS1645518819.
- (ii) Common Code: The New Notes will initially bear the following temporary Common Code: 251971765
- From and including the Consolidation Date, the New Notes will bear the following permanent Common Code: 164551881.
- (iii) CFI: DTFNGB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: ANNINGTON FUNDI/3.935EMTN FM WC, as updated, as set out on 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 and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery free of 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 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.

7. DISTRIBUTION

(i)	Method of distribution:	Non-syndicated
(ii)	If syndicated, names of Managers:	Not Applicable
(iii)	Date of Agreement:	5 August 2022
(iv)	Stabilisation Manager(s) (if any):	Not Applicable
(v)	If non-syndicated, name of relevant Dealer:	Goldman Sachs International
(vi)	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
(vii)	Prohibition of Sales to EEA Retail Investors:	Applicable
(viii)	Prohibition of Sales to UK Retail Investors:	Applicable