

## IMPORTANT NOTICE

### **THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE OUTSIDE THE UNITED STATES.**

**IMPORTANT: You must read the following before continuing.** The following disclaimer applies to the final terms (the "**Final Terms**") following this page, and you are advised to read this disclaimer page carefully before reading, accessing or making any other use of the attached Final Terms. In accessing the attached Final Terms, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

THE FOLLOWING FINAL TERMS AND ITS CONTENTS ARE CONFIDENTIAL AND MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS PROHIBITED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

**Confirmation of your Representation:** You have been sent these Final Terms on the basis that you have confirmed to Barclays Bank PLC, National Australia Bank Limited, The Royal Bank of Scotland plc, Banco Santander, S.A. (the "**Lead Managers**") and Goldman Sachs International (the "**Co-Manager**") that (i) you and any customers that you represent are outside of the United States; (ii) the electronic mail (e-mail) address to which these Final Terms have been delivered is not located in the United States of America, its territories and possessions, any state of the United States or the District of Columbia (where "possessions" include Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) and (iii) you consent to delivery of these Final Terms and any amendments or supplements thereto by electronic transmission.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriter or any affiliate of the relevant dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the relevant dealer or such affiliate on behalf of Clydesdale Bank PLC (the "**Issuer**") in such jurisdiction.

You are reminded that these Final Terms have been delivered to you on the basis that you are a person into whose possession these Final Terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver these Final Terms to any other person.

These Final Terms have been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently, none of the Issuer, Barclays Bank PLC (the "**Arranger**"), the Lead Managers, the Co-Manager or any person who controls them or any of their directors, officers, employees or agents, or any affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between these Final Terms distributed to you in electronic format and the hard copy version available to you on request from the Issuer or the relevant dealer.

**In the United Kingdom, these Final Terms are being communicated only to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Order (all such persons together being referred to as "relevant persons"). These Final Terms must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which these Final Terms relate is available only to relevant persons and will be engaged in only with relevant persons.**

## FINAL TERMS

Final Terms dated 7 June 2012 as amended and restated on 22 October 2021  
(to the Base Prospectus dated 30 May 2012)

**Clydesdale Bank PLC**  
**Issue of Series 2012-2 £700,000,000 4.625 per cent. Regulated Covered Bonds due 2026**  
irrevocably and unconditionally guaranteed as to payment of principal and interest by  
Eagle Place Covered Bonds LLP  
under the  
**€7 billion Global Covered Bond Programme**

The Issuer has been registered and notice of the issue of these Covered Bonds has been made, under the RCB Regulations (S.I. 2008/346). In this respect, see also the paragraph "*The RCB Regulations*" in the section "*Risk Factors*" of the Base Prospectus.

### 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 Base Prospectus dated 30 May 2012 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"), as amended and restated pursuant to a supplemental trust deed dated 22 October 2021 (the "**Conditions**"). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5(4) of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer.

*Arranger*  
Barclays

*Joint Lead Managers*  
Barclays  
National Australia Bank Limited  
The Royal Bank of Scotland plc  
Santander Global Banking and Markets

*Co-Manager*  
Goldman Sachs International

1.	(i)	Issuer:	Clydesdale Bank PLC
	(ii)	Guarantor:	Eagle Place Covered Bonds LLP
2.	(i)	Series Number:	2012-2
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Sterling ("£")
4.		Nominal Amount of Covered Bonds to be issued:	£700,000,000
5.		Aggregate Nominal Amount of the Covered Bonds issued and Admitted to trading:	£700,000,000
6.	(i)	Issue Price:	99.460 per cent. of the Aggregate Nominal Amount
	(ii)	Net proceeds:	£696,220,000
7.		Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000). No Covered Bonds in definitive form will be issued with a denomination above £199,000.
8.	(i)	Issue Date:	8 June 2012
	(ii)	Interest Commencement Date:	8 June 2012
9.		Final Maturity Date:	Interest Payment Date falling in or nearest to 8 June 2026
		Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	Interest Payment Date falling in or nearest to 8 June 2027
10.		Interest Basis:	4.625 per cent. Fixed Rate (further particulars specified below)
11.		Redemption/Payment Basis:	Redemption at par
12.		Change of Interest Basis or Redemption/Payment Basis:	Applicable  From (and including) the Issue Date to, but excluding, the Final Maturity Date, 4.625 per cent. Fixed Rate, payable annually in arrear  From (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date, Compounded Daily SONIA plus Margin (further particulars specified at paragraph 18(viii) below) per annum Floating Rate, payable monthly in arrear
13.		Tradeable amount:	£1,000
14.		Put/Call Options:	Not Applicable
15.	(i)	Status of the Covered Bonds:	Senior

- (ii) Status of the Guarantee: Senior
  - (iii) Date Board/Committee approval for issuance of Covered Bonds obtained: 25 May 2012
16. Method of distribution: Syndicated

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

17. Fixed Rate Covered Bond Provisions: Applicable
- (i) Fixed Rate(s) of Interest: 4.625 per cent. per annum payable annually in arrear
  - (ii) Interest Payment Date(s): 8 June in each year up to and including the Final Maturity Date (provided however that after the Extension Determination Date, the Interest Payment Date shall be monthly (as to which see "*Floating Rate Covered Bond Provisions*" below))
  - (iii) Business Day Convention: Following Business Day Convention, provided that interest due with respect to such Interest Payment Date shall not accrue from and including such Interest Payment Date to and including the date of payment of such interest as so postponed
  - (iv) Business Day(s): London
  - (v) Additional Business Centre(s): Not Applicable
  - (vi) Fixed Coupon Amount(s): £46.25 per £1,000 in nominal amount per annum
  - (vii) Initial Broken Amount(s): Not Applicable
  - (viii) Final Broken Amount: Not Applicable
  - (ix) Day Count Fraction: Actual/Actual (ICMA)
  - (x) Interest Determination Date(s): 8 June in each year
  - (xi) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
18. **Floating Rate Covered Bond Provisions**: Applicable
- (i) Specified Period(s)/Specified Interest Payment Date(s): The period from, and including, each Interest Payment Date to, but excluding, the next following Interest Payment Date provided that the first Interest Period shall be from (and including) the Final Maturity Date to (but excluding) the next following Interest Payment Date
- From (but excluding) the Final Maturity Date to (and including) the Extended Due for Payment Date (or, if earlier, the Interest Payment Date on which the Covered Bonds are redeemed in full), interest will be payable monthly in arrear on the 8th day of each month, subject to

		adjustment in accordance with the Business Day Convention
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(v)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(vi)	Screen Rate Determination:	
	(1) Reference Rate:	Compounded Daily SONIA
	(2) Interest Determination Date(s):	Fifth London Banking Day prior to the relevant Interest Payment Date
	(3) Relevant Screen Page:	Reuters Screen SONIA Page (or any replacement thereto)
	(4) SONIA Lag Period ( <i>p</i> ):	Five London Banking Days
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	1.6692 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/365
(xii)	Fall back provisions, rounding provisions and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in Condition 5(b) of the Conditions:	Not Applicable
19.	<b>Zero Coupon Covered Bond Provisions</b>	Not Applicable
20.	<b>Index Linked Interest Covered</b>	Not Applicable

## **Bond**

21. **Dual Currency Covered Bond Provisions** Not Applicable

### **PROVISIONS RELATING TO REDEMPTION BY THE ISSUER**

22. Issuer Call: Not Applicable
23. Put Option: Not Applicable
24. Final Redemption Amount of each Covered Bond: Nominal Amount
25. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e) (*Early Redemption Amounts*): Not applicable. For the avoidance of doubt, Conditions 7(a), (b) and (d) apply to the Covered Bonds

### **GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS**

26. Form of Covered Bonds: Bearer Covered Bonds
- (i) Form: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form only after an Exchange Event.
- (ii) New Global Covered Bond: Yes
27. Additional Financial Centre(s) or other special provisions relating to Payment Dates: Not Applicable
28. Talons for future Coupons or Receipts to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): No
29. Details relating to Partly-Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: Not Applicable
30. Details relating to Instalment Covered Bonds:
- (i) Instalment Amount(s): Not Applicable

- (ii) Instalment Date(s): Not Applicable
31. Redenomination: Not Applicable
32. Other final terms: Not Applicable

#### **DISTRIBUTION**

33. (i) If syndicated, names and addresses of Managers:
- Barclays Bank PLC  
5 The North Colonnade  
Canary Wharf  
London E14 4BB  
United Kingdom
- National Australia Bank Limited  
88 Wood Street  
London, EC2V 7QQ  
United Kingdom
- The Royal Bank of Scotland plc  
135 Bishopsgate  
London EC2M 3UR  
United Kingdom
- Banco Santander, S.A.  
Ciudad Grupo Santander  
Avenida de Cantabria s/n  
Edificio Encinar, planta baja  
28660, Boadilla del Monte  
Madrid  
Spain
- Goldman Sachs International  
Peterborough Court  
133 Fleet Street  
London EC4A 2BB  
United Kingdom
- (ii) Stabilising Manager(s) (if any): Not Applicable
34. If non-syndicated, name of relevant Dealer(s): Not Applicable
35. Whether TEFRA D or TEFRA C rules applicable or TEFRA rules not applicable: TEFRA rules not applicable
36. Additional selling restrictions: Not Applicable
37. Covered Bond Swap Provider: National Australia Bank Limited

## **LISTING APPLICATION**

These Final Terms comprise the final terms required for issue and admission to trading on the Regulated Market of the London Stock Exchange of the Covered Bonds described herein pursuant to the €7 billion Global Covered Bond Programme of Clydesdale Bank PLC.

## **RESPONSIBILITY**

Each of the Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. Each of the Issuer and the Guarantor confirm that such information has been accurately reproduced and that, so far as it is aware no facts have been omitted which would render the reproduced information inaccurate or misleading.

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |   |   |
|-------|---|---|
| (i)   | Listing:  | London  |
| (ii)  | Admission to trading:                                       | Application has been made for the Covered Bonds to be admitted to trading on the Regulated Market of the London Stock Exchange with effect from 8 June 2012 |
| (iii) | Estimate of total expenses related to admission to trading: | £3650   |

2. **RATINGS:** The Covered Bonds to be issued have been rated Aaa by Moody's Investor Services Limited, and AAA by Fitch Ratings Ltd.

Each of Moody's Investor Services Limited and Fitch Ratings Ltd. is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended) of the European Parliament and of the Council of 16 September 2009 on credit rating agencies.

### 3. REASONS FOR THE OFFER

- |     |                        |   |
|-----|------------------------|---|
| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " in the Base Prospectus |
|-----|------------------------|---|

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

An affiliate of Goldman Sachs International is an initial purchaser of the Covered Bonds. Such affiliate may distribute the Covered Bonds to the market as permitted by applicable laws and regulations, but will be under no obligation to do so.

### 5. YIELD

Indication of yield: 4.0466 per cent. per annum

### 6. PERFORMANCE OF INDEX/FORMULA/ OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

### 7. PERFORMANCE OF RATES OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

### 8. OPERATIONAL INFORMATION

- |       |              |                |
|-------|--------------|----------------|
| (i)   | ISIN Code:   | XS0789991527   |
| (ii)  | Common Code: | 078999152      |
| (iii) | CUSIP:       | Not Applicable |
| (iv)  | CINS:        | Not Applicable |

- |        |  |  |
|--------|--|--|
| (v)    | Any clearing system(s) other than DTC, Euroclear or Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable                                 |
| (vi)   | Delivery:  | Delivery against payment                       |
| (vii)  | Name and address of initial Paying Agent(s)  | HSBC Bank plc, 8 Canada Square, London E14 5HQ |
| (viii) | Names and addresses of additional Paying Agent(s) (if any):  | Not Applicable                                 |
| (ix)   | Intended to be held in a manner which would allow Eurosystem eligibility:  | No   |

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By:  
Duly authorised

By:  
Duly authorised