

FINAL TERMS

27 February 2019

TSB Bank plc

Legal entity identifier (LEI): 549300XP222MV7P3CC54

Issue of Regulated £250,000,000 Series 2019-1 Tranche 2 Floating Rate Covered Bonds due February 2024 to be consolidated and form a single Series with the issue of £500,000,000 Series 2019-1 Tranche 1 Floating Rate Covered Bonds due February 2024 issued on 15 February 2019

**irrevocably and unconditionally guaranteed as to payment of principal and interest by
TSB Covered Bonds LLP
under the £5 billion
Global Covered Bond Programme**

MIFID II 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 Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, **MiFID II**); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (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 Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

IMPORTANT – PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Covered Bonds 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in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 (the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA may be unlawful under the PRIIPs Regulation.

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the **Terms and Conditions**) set forth in the Prospectus dated 1 November 2018 and the supplemental prospectus dated 1 February 2019 (the **Prospectus**) which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended, which includes the amendments made by Directive 2010/73/EU to the effect that such amendments have been implemented in a relevant Member State) (the **Prospectus Directive**). 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 Prospectus. Full information on the Issuer, the LLP and the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at Henry Duncan House, 120 George Street, Edinburgh EH2 4LH and <http://www.tsb.co.uk/investors/debt-investors/covered-bonds/> and copies may be obtained during normal business hours from TSB Bank plc, Henry Duncan House, 120 George Street, Edinburgh EH2 4LH.

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|---|------|---------|-----------------------|
| 1 | (i) | Issuer: | TSB Bank plc |
| | (ii) | LLP: | TSB Covered Bonds LLP |

2	(i) Series Number:	2019-1
	(ii) Tranche Number:	2, to be fungible from the Issue Date with the £500,000,000 Series 2019-1 Tranche 1 Covered Bonds due February 2024 issued on 15 February 2019.
	(iii) Series which Covered Bonds will be consolidated and form a single Series with:	2019-1 Tranche 1
	(iv) Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above;	The date falling no earlier than 40 days after the Issue Date, which is expected to be on or around 16 April 2019
3	Specified Currency or Currencies:	Sterling (£)
4	Aggregate Amount of Covered Bonds to be issued:	£250,000,000
5	Aggregate Nominal Amount of Covered Bonds admitted to trading:	£750,000,000
	(i) Series:	£750,000,000
	(ii) Tranche:	£250,000,000
6	Issue Price:	100.334 per cent. of the aggregate nominal amount of the Tranche plus accrued interest for the period from, and including 15 February 2019 to, but excluding, the Issue Date (representing £140,337.67 in respect of the aggregate nominal amount of the Tranche)
7	(i) 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.
	(ii) Calculation Amount:	£1,000
8	(i) Issue Date:	28 February 2019
	(ii) Interest Commencement Date:	15 February 2019
9	(i) Final Maturity Date:	Interest Payment Date falling in or nearest to February 2024
	(ii) 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 February 2025
10	Interest Basis:	SONIA +0.87 per cent. Floating Rate
11	Redemption/Payment Basis:	100 per cent. of the nominal value
12	Change of Interest or Redemption/Payment Basis:	From and including the Final Maturity Date to but excluding the Extended Due for Payment Date the following Interest provisions apply: Interest Basis: SONIA +0.87 per cent. Floating Rate Interest Payment Dates: 15 th day of each month,

from and including 15 March 2024, to and including the Extended Due for Payment Date

Business Days: London

Business Day Convention: Modified Following Business Day Convention

Day Count Fraction: Actual/365 (Fixed), adjusted

Screen Rate Determination: Applicable

Interest Determination Dates: the fifth London Banking Day prior to the end of each Interest Period

Relevant Screen Page: Reuters Screen SONIA Page (or any replacement thereto)

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| 13 | Put/Call Options: | Not Applicable |
| 14 | Date of Board approval for issuance of Covered Bonds and Covered Bond Guarantee obtained: | 22 February 2017 in respect of the Issuer and 25 February 2019 in respect of the LLP |
| 15 | Listing: | London |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 16 | Fixed Rate Covered Bond Provisions | Not Applicable |
| 17 | Floating Rate Covered Bond Provisions | Applicable |
| | (i) Specified Period(s)/Specified Interest Payment Date(s): | 15 May, 15 August, 15 November and 15 February in each year, commencing on 15 May 2019, to and including the Final Maturity Date. The first Interest Payment Date shall be 15 May 2019. |
| | (ii) Business Day Convention: | Modified Following Business Day Convention |
| | (iii) Additional Business Centre(s): | Not Applicable |
| | (iv) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |
| | (v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent): | Not Applicable |
| | (vi) Screen Rate Determination: | Applicable |
| | – Reference Rate: | SONIA Floating Rate |
| | – Relevant Financial Centre: | London |
| | – Interest Determination Date(s): | Fifth London Banking Day prior to the end of each Interest Period, or in respect of the last Interest Period, the fifth London Banking Day prior to the Final Maturity Date |
| | – Relevant Screen Page: | Reuters Screen SONIA Page (or any replacement thereto) |

	– Observation Period:	5 London Banking Days
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	+ 0.87 per cent. per annum
(ix)	Minimum Rate of Interest:	zero per cent. per annum
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/365 (Fixed), adjusted
18	Zero Coupon Covered Bond Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Issuer Call Option	Not Applicable
20	Investor Put Option	Not Applicable
21	Final Redemption Amount	Nominal Amount/£1,000 per Calculation Amount
22	Early Redemption Amount	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on acceleration following an Issuer Event of Default or an LLP Event of Default:	£1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

23	Form of Covered Bonds	Bearer Covered Bonds: Temporary Global Covered Bond exchangeable for a Permanent Global Covered Bond which is exchangeable for Bearer Definitive Covered Bonds in definitive form after an Exchange Event
24	New Global Covered Bond:	Yes
25	Additional Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
26	Talons for future Coupons or Receipts to be attached to Definitive Covered Bonds (and dates on which such Talons mature):	No
27	Details relating to Instalment Covered Bonds:	
	Instalment Amount(s):	Not Applicable
	Instalment Date(s):	Not Applicable

Signed on behalf of TSB Bank plc

By:
Duly authorised

Signed on behalf of TSB Covered Bonds LLP

By:
Duly authorised

PART B — OTHER INFORMATION

1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's Regulated Market and to the Official List of the UK Listing Authority with effect from 28 February 2019
- (ii) Estimate of total expenses related to admission to trading: £4,500

2 RATINGS

- Ratings: The Covered Bonds to be issued have been initially rated:
Moody's: Aaa

3 PROVISIONS RELATING TO THE INTEREST RATE SWAPS

- Fixed Rate Spread: 1.15% per annum
Tracker Rate Spread: -0.20% per annum
Variable Rate Spread: 2.15% per annum

4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Dealers and their respective 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/or the LLP and/or it or their affiliates in the ordinary course of business

5 OPERATIONAL INFORMATION:

- (i) ISIN: XS1951430138
(ii) CFI: DMXXXB
(iii) FISN: TSB BANK PLC/VAREMTN 20250215
(iv) Common Code: 195143013
(v) (Insert here any other relevant codes): Not Applicable
(vi) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not Applicable
(vii) Names and addresses of additional Paying Agents: Not Applicable

6 YIELD (Fixed Rate Covered Bonds only) Not Applicable

7 RELEVANT BENCHMARKS SONIA is provided by the Bank of England. As at the date hereof, the Bank of England does not appear in the register of administrators and benchmarks

established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmark Regulation.