

FINAL TERMS

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 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**"); 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 MiFID II 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.

UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPs ONLY TARGET MARKET – Solely for the purposes of 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 (the "**EUWA**") ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' 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 manufacturers' 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 MiFID II; or (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 (the "**Prospectus Regulation**"). 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 ("**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 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; 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 EUWA (the "**UK Prospectus Regulation**"). 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.

18 March 2024

easyJet plc

Legal entity identifier (LEI): 2138001S47XKWIB7TH90

Issue of €850,000,000 3.750 per cent. Notes due 2031

**Originally guaranteed by easyJet FinCo B.V. and easyJet Airline Company Limited
under the £4,000,000,000
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 Conditions set forth in the Offering Circular dated 13 February 2024 (the "**Offering Circular**") which constitutes a base prospectus for the purposes of 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 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 <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

1.	(a)	Issuer	easyJet plc
	(b)	Guarantors:	easyJet FinCo B.V. easyJet Airline Company Limited
2.	(a)	Series Number:	5
	(b)	Tranche Number:	1
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
3.		Specified Currency or Currencies:	euro (€)
4.		Aggregate Nominal Amount:	
	(a)	Series:	€850,000,000
	(b)	Tranche:	€850,000,000
5.		Issue Price:	99.240 per cent. of the Aggregate Nominal Amount
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)	Issue Date:	20 March 2024
	(b)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	20 March 2031
9.		Interest Basis:	3.750 per cent. Fixed Rate

		(see paragraph 14 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 nominal amount
11.	Change of Interest Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Issuer Residual Call Make-Whole Redemption by the Issuer Issuer Maturity Call (see paragraphs 18, 19, 20 and 22 below)
13.	(a) Status of the Notes:	Senior
	(b) Status of the Guarantees:	Senior
	(c) Date Board approval for issuance of Notes and Guarantees obtained:	7 February 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	3.750 per cent. per annum payable in arrear on each Interest Payment Date
	(b) Interest Payment Date(s):	20 March in each year up to and including the Maturity Date
	(c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):	€37.50 per Calculation Amount
	(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):	20 March in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call:	Not Applicable
18.	Issuer Residual Call:	Applicable
	Residual Call Early Redemption Amount:	€1,000 per Calculation Amount
19.	Make-Whole Redemption by the Issuer:	Applicable
	(a) Make-Whole Redemption Margin:	25 basis points

(b)	Reference Bond:	DBR 0 per cent. due 15 February 2031 (ISIN: DE0001102531)
(c)	Quotation Time:	11.00 a.m. (Central European Time)
(d)	Reference Rate Determination Date:	The third Business Day preceding the relevant Make-Whole Redemption Date
(e)	If redeemable in part:	Not Applicable
20.	Issuer Maturity Call:	Applicable
(a)	Period within which Notes may be redeemed:	Any Business Day from (and including) 20 December 2030 to (but excluding) the Maturity Date.
21.	Investor Put:	Not Applicable
22.	Change of Control Put:	Applicable
	Change of Control Redemption Amount:	€1,000 per Calculation Amount
23.	Final Redemption Amount:	€1,000 per Calculation Amount
24.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	
(a)	Form:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
	New Global Note:	Yes
26.	Additional Financial Centre(s):	London
27.	Talons for future Coupons to be attached to Definitive Notes:	No

THIRD PARTY INFORMATION

The description of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from the websites of Moody's and S&P (each as defined below). The Issuer and each of the Original Guarantors 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 Moody's and S&P (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of easyJet plc:

By: 
.....

Duly authorised

Signed on behalf of easyJet FinCo B.V.:

By: 
.....

Duly authorised

Signed on behalf of easyJet Airline Company Limited:

By: 
.....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's main market and admitted to the Official List of the Financial Conduct Authority with effect from 20 March 2024.

(ii) Estimate of total expenses related to admission to trading: £6,050

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:
Baa2 by Moody's Investors Service Ltd ("Moody's")
BBB by S&P Global Ratings UK Limited ("S&P")

Obligations rated 'Baa' by Moody's are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates a mid-range ranking (Source: <https://ratings.moodys.com/api/rmc-documents/53954>).

An obligation rated 'BBB' by S&P exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. (Source: <https://www.spglobal.com/ratings/en/research/articles/190705-s-p-global-ratings-definitions-504352>).

Moody's is established in the UK and is registered under Regulation (EC) No. 1060/2009 (as amended) as it forms part of domestic law by virtue of the EUWA (the "UK CRA Regulation"). The rating issued by Moody's has been endorsed by Moody's Deutschland GmbH in accordance with Regulation (EC) No. 1060/2009 (as amended) (the "CRA Regulation").

S&P is established in the UK and is registered under the UK CRA Regulation. The rating issued by S&P has been endorsed by S&P Global Ratings Europe Limited in accordance with the CRA Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers 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, the Guarantors and their affiliates in the ordinary course of business

4. YIELD

Indication of yield:	3.876 per cent. per annum.
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.	

5. OPERATIONAL INFORMATION

(i)	ISIN:	XS2783118131
(ii)	Common Code:	278311813
(iii)	CFI:	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:	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 against 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.

6. DISTRIBUTION

(i)	Method of distribution:	Syndicated
(ii)	If syndicated, names of Joint Lead Managers:	Barclays Bank PLC Citigroup Global Markets Limited Lloyds Bank Corporate Markets plc MUFG Securities EMEA plc Société Générale
(iii)	Date of Subscription Agreement:	18 March 2024

- (iv) If non-syndicated, name of Not Applicable relevant Dealer:
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to EEA Applicable Retail Investors:
- (vii) Prohibition of Sales to UK Retail Applicable Investors:
- (viii) Prohibition of Sales to Belgian Applicable Consumers:

7. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

- (i) Use of Proceeds: See "*Use of Proceeds*" in the Offering Circular
- (ii) Estimated net proceeds: €840,990,000