

## 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, "EU 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 EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (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 of the UK by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (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.

**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 of the UK by virtue of the EUWA; 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 11 October 2021

## PROVIDENT FINANCIAL PLC

Legal entity identifier (LEI): 213800U93SZC44VXN635

Issue of £200,000,000 Fixed Rate Reset Subordinated Tier 2 Notes due 2032

under the £2,000,000,000 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 23 September 2021 and the supplemental Offering Circular dated 4 October 2021 which together constitute a base prospectus for the purposes of Regulation EU 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the "UK Prospectus Regulation") (the "Offering Circular"). 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 as so supplemented in order to obtain all relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular as

so supplemented. The Offering Circular and the supplement to it are published on [www.providentfinancial.com](http://www.providentfinancial.com).

|     |                                                         |                                                                                                                                                         |
|-----|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | Issuer:                                                 | Provident Financial plc                                                                                                                                 |
| 2.  | (a) Series Number:                                      | 3                                                                                                                                                       |
|     | (b) Tranche Number:                                     | 1                                                                                                                                                       |
| 3.  | Specified Currency or Currencies:                       | British Pounds Sterling ("£")                                                                                                                           |
| 4.  | Aggregate Nominal Amount                                |                                                                                                                                                         |
|     | (a) Series:                                             | £200,000,000                                                                                                                                            |
|     | (b) Tranche:                                            | £200,000,000                                                                                                                                            |
| 5.  | Issue Price:                                            | 100 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                                                                |
|     | (b) Calculation Amount:                                 | £1,000                                                                                                                                                  |
| 7.  | (a) Issue Date:                                         | 13 October 2021                                                                                                                                         |
|     | (b) Interest Commencement Date:                         | Issue Date                                                                                                                                              |
| 8.  | Maturity Date:                                          | 13 January 2032                                                                                                                                         |
| 9.  | (a) Interest Basis:                                     | Reset Notes<br>(see paragraph 15 below)                                                                                                                 |
|     | (b) Interest Rate Adjustment:                           | Not Applicable                                                                                                                                          |
| 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:                                       | Issuer Call<br><br>(see paragraph 21 below)                                                                                                             |
| 13. | (a) Status of the Notes:                                | Tier 2 Notes                                                                                                                                            |
|     | (b) Status of the Guarantee:                            | Not Applicable                                                                                                                                          |
|     | (c) Date Board approval for issuance of Notes obtained: | 19 September 2021                                                                                                                                       |

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

|     |                                   |                |
|-----|-----------------------------------|----------------|
| 14. | <b>Fixed Rate Note Provisions</b> | Not Applicable |
| 15. | <b>Reset Note Provisions</b>      | Applicable     |

|     |                                                                     |                                                                                                                            |
|-----|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| (a) | Initial Rate of Interest:                                           | 8.875 per cent. per annum payable in arrear on each Interest Payment Date                                                  |
| (b) | First Margin:                                                       | +8.152 per cent. per annum                                                                                                 |
| (c) | Subsequent Margin:                                                  | Not Applicable                                                                                                             |
| (d) | Interest Payment Date(s):                                           | 13 January and 13 July in each year, commencing on 13 July 2022 (long first coupon), up to and including the Maturity Date |
| (e) | Fixed Coupon Amount up to (but excluding) the First Reset Date:     | £44.375 per Calculation Amount                                                                                             |
| (f) | Broken Amount(s):                                                   | £66.38 per Calculation Amount payable on the Interest Payment Date falling on 13 July 2022                                 |
| (g) | Reset Reference Rate:                                               | Reference Bond Rate                                                                                                        |
| (h) | First Reset Date:                                                   | 13 January 2027                                                                                                            |
| (i) | Subsequent Reset Date(s):                                           | Not Applicable                                                                                                             |
| (j) | Relevant Screen Page:                                               | Not Applicable                                                                                                             |
| (k) | Mid-Swap Rate:                                                      | Not Applicable                                                                                                             |
| (l) | Mid-Swap Maturity                                                   | Not Applicable                                                                                                             |
| (m) | Reference Bond Rate:                                                | Applicable                                                                                                                 |
| (n) | Day Count Fraction:                                                 | Actual/Actual (ICMA)                                                                                                       |
| (o) | Determination Dates:                                                | 13 January and 13 July in each year                                                                                        |
| (p) | Business Day Convention:                                            | Not Applicable                                                                                                             |
| (q) | Business Centre(s):                                                 | Not Applicable                                                                                                             |
| (r) | Calculation Agent:                                                  | The Bank of New York Mellon, London Branch                                                                                 |
| (s) | Original Mid-Swap Rate Basis:                                       | Not Applicable                                                                                                             |
| (t) | Initial Mid-Swap Rate Final Fallback:                               | Not Applicable                                                                                                             |
| (u) | Reset Period Maturity Initial Mid-Swap Rate Final Fallback:         | Not Applicable                                                                                                             |
| (v) | Last Observable Mid-Swap Rate Final Fallback:                       | Not Applicable                                                                                                             |
| (w) | Subsequent Reset Rate Mid-Swap Rate Final Fallback:                 | Not Applicable                                                                                                             |
| (x) | Subsequent Reset Rate Last Observable Mid-Swap Rate Final Fallback: | Not Applicable                                                                                                             |

|                                          |                                                                                                                                                                                                                                                                                                             |                                                                                 |
|------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| 16.                                      | <b>Floating Rate Note Provisions</b>                                                                                                                                                                                                                                                                        | Not Applicable                                                                  |
| 17.                                      | <b>Zero Coupon Note Provisions</b>                                                                                                                                                                                                                                                                          | Not Applicable                                                                  |
| <b>PROVISIONS RELATING TO REDEMPTION</b> |                                                                                                                                                                                                                                                                                                             |                                                                                 |
| 18.                                      | Notice periods for Condition 6.2:                                                                                                                                                                                                                                                                           | Minimum period: 10 days<br>Maximum period: 30 days                              |
| 19.                                      | Notice periods for Condition 6.3:                                                                                                                                                                                                                                                                           | Minimum period: 10 days<br>Maximum period: 30 days                              |
| 20.                                      | Notice periods for Condition 6.10:                                                                                                                                                                                                                                                                          | Minimum period: 10 days<br>Maximum period: 30 days                              |
| 21.                                      | Issuer Call:                                                                                                                                                                                                                                                                                                | Applicable                                                                      |
|                                          | (a) Optional Redemption Date(s):                                                                                                                                                                                                                                                                            | Any day from (and including) 13 October 2026 to (and including) 13 January 2027 |
|                                          | (b) Optional Redemption Amount and method, if any, of calculation of such amount(s):                                                                                                                                                                                                                        | £1,000 per Calculation Amount                                                   |
|                                          | (c) If redeemable in part:                                                                                                                                                                                                                                                                                  |                                                                                 |
|                                          | (i) Minimum Redemption Amount:                                                                                                                                                                                                                                                                              | Not Applicable                                                                  |
|                                          | (ii) Maximum Redemption Amount:                                                                                                                                                                                                                                                                             | Not Applicable                                                                  |
|                                          | (d) Notice periods:                                                                                                                                                                                                                                                                                         | Minimum period: 10 days<br>Maximum period: 30 days                              |
|                                          | (e) Calculation Date:                                                                                                                                                                                                                                                                                       | Not Applicable                                                                  |
|                                          | (f) Make-Whole Redemption Margin:                                                                                                                                                                                                                                                                           | Not Applicable                                                                  |
|                                          | (g) Reference Security:                                                                                                                                                                                                                                                                                     | Not Applicable                                                                  |
|                                          | (h) Quotation Time:                                                                                                                                                                                                                                                                                         | Not Applicable                                                                  |
|                                          | (i) Calculation Agent:                                                                                                                                                                                                                                                                                      | Not Applicable                                                                  |
| 22.                                      | Investor Put:                                                                                                                                                                                                                                                                                               | Not Applicable                                                                  |
| 23.                                      | Final Redemption Amount:                                                                                                                                                                                                                                                                                    | £1,000 per Calculation Amount                                                   |
| 24.                                      | Early Redemption Amount payable on redemption (a) following the occurrence of a Tax Event or (b) following the occurrence of a Capital Disqualification Event (in the case of Tier 2 Notes) or (c) on an event of default (in the case of Senior Notes) or enforcement event (in the case of Tier 2 Notes): | £1,000 per Calculation Amount                                                   |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes:
- (a) Form: Permanent Global Note exchangeable for definitive Notes only upon an Exchange Event
  - (b) New Global Note: No
26. Additional Financial Centre(s): Not Applicable
27. Relevant Benchmarks: Not Applicable
28. Talons for future Coupons to be attached to definitive Notes: No

## THIRD PARTY INFORMATION

The rating definition provided in Part B, Item 2 of these Final Terms has been extracted from the website of Fitch Ratings Limited ("**Fitch**"). The Issuer confirms that such information has been accurately reproduced and that, so far as the Issuer is aware and is also able to ascertain from information published by Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Provident Financial plc

By: .....(signed).....

Duly authorised

## PART B — OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |       |                                                             |                                                                                                                                                                                                                                                                               |
|-------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (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 London Stock Exchange's Main Market and admission to the Official List of the United Kingdom Financial Conduct Authority with effect from 13 October 2021. |
| (ii)  | Estimate of total expenses related to admission to trading: | £4,840                                                                                                                                                                                                                                                                        |
| (iii) | Reasons for the offer                                       | General corporate purposes of the Issuer and/or the Group, including the repayment of debt, and may be used to strengthen further the capital base and support future lending growth of the Issuer and its subsidiaries and/or the Group                                      |
| (iv)  | Estimated net proceeds:                                     | £197,600,000                                                                                                                                                                                                                                                                  |

### 2. RATINGS

- |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ratings: | <p>The Notes to be issued are expected to be rated. The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally: B+ by Fitch.</p> <p>Fitch is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA (the "<b>UK CRA Regulation</b>")</p> <p>According to Fitch's most recently published ratings definitions "B" ratings indicate that material default risk is present, but a limited margin of safety remains. Financial commitments are currently being met; however, capacity for continued payment is vulnerable to deterioration in the business and economic environment. The modifier "+" appended to the rating denotes relative status within major rating categories.</p> |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

Save for any fees payable to Barclays Bank PLC and Credit Suisse International (the "**Joint Lead Managers**") by the Issuer, 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 and its affiliates in the ordinary course of business.

### 4. YIELD (Fixed Rate and Reset Notes Only)

Indication of yield: 8.858 per cent.

The yield is calculated at the Issue Date in respect of the period from (and including) the Issue Date to (but excluding) the First Reset Date on the basis of the Issue Price. It is not an indication of future yield.

5. **OPERATIONAL INFORMATION**

(i) ISIN: XS2397348801

(ii) Common Code: 239734880

(iii) 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 intra-day 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.

(iv) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

(v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6. **DISTRIBUTION**

(i) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA not applicable

(ii) Stabilisation Manager(s) (if any): Not Applicable