

**TERM NR VFN ADVANCE 2021-1
TERM ADVANCE SUPPLEMENT**

DATED 15 OCTOBER 2021 AS AMENDED AND RESTATED ON 14 FEBRUARY 2023

HOLMES FUNDING LIMITED
as Funding

HOLMES MASTER ISSUER PLC
as Master Issuer

THE BANK OF NEW YORK MELLON, ACTING THROUGH ITS LONDON BRANCH
as Security Trustee

and

THE BANK OF NEW YORK MELLON, ACTING THROUGH ITS LONDON BRANCH
as Agent Bank

THIS TERM ADVANCE SUPPLEMENT is dated 14 February 2023 between:

- (1) **HOLMES FUNDING LIMITED** (registered number 3982428), a private limited company incorporated under the laws of England and Wales, whose registered office is at 2 Triton Square, Regent's Place, London NW1 3AN (**Funding**);
- (2) **HOLMES MASTER ISSUER PLC** a company incorporated in England and Wales with limited liability (registered number 5953811) and having its registered office at 2 Triton Square, Regent's Place, London NW1 3AN (the **Master Issuer**);
- (3) **THE BANK OF NEW YORK MELLON, ACTING THROUGH ITS LONDON BRANCH** (the **Security Trustee**, which expression where the context permits shall include such person and all other persons for the time being acting as the trustee or trustees under the Funding Deed of Charge) whose principal office is at One Canada Square, London E14 5AL; and
- (4) **THE BANK OF NEW YORK MELLON, ACTING THROUGH ITS LONDON BRANCH** acting through its offices at 40th Floor, One Canada Square, London E14 5AL (acting in its capacity as the **Agent Bank** appointed by the Master Issuer under the Master Issuer Paying Agent and Agent Bank Agreement).

This document constitutes the Term Advance Supplement relating to the Master Issuer Term Advances described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Master Intercompany Loan Agreement (as from time to time amended, varied, novated or supplemented) entered into between the parties hereto on 28 November 2006 and as amended and restated on 20 March 2008, 29 June 2012, 18 April 2016, 24 May 2019, 4 March 2020, 5 June 2020 and 30 June 2021. This Term Advance Supplement contains the final terms of the Master Issuer Term Advances identified and described herein, is supplemental to and must be read in conjunction with the Master Intercompany Loan Agreement.

Term NR VFN Advance: The Class Z Variable Funding Note 2021-1 will fund the Term NR VFN Advance 2021-1 which shall have the following terms:

- | | | |
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| 1. | Borrower: | Holmes Funding Limited |
| 2. | Lender: | Holmes Master Issuer plc |
| 3. | Tier of Advance: | Term NR VFN Advance |
| 4. | Term NR VFN Advance Number: | 1 |
| 5. | Redemption/Payment Basis: | Pass-Through |
| 6. | Change of Redemption/Payment Basis: | Not Applicable |
| 7. | Initial Principal Amount: | £63,636,364 |
| | (a) Closing Date: | 15 October 2021 |
| | (b) Term Advance Interest Commencement Date: | 15 October 2021 |
| | (c) Term NR VFN Advance Interest Reset Dates: | The Interest Payment Dates occurring quarterly commencing with the Interest Payment Date |

- occurring in January 2022 provided no Trigger Event has occurred and thereafter each Interest Payment Date.
- (d) Interest Payment Dates: The 15th of January, April, July and October in each year, or, following the occurrence of a Trigger Event, the 15th of each month in each year (or, in each case, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 15 January 2022.
8. Initial Reference Rate: Compounded Daily SONIA
- Observation Method: Not Applicable
- Observation Look-Back Period: 5 London Banking Days unless otherwise agreed with the Agent Bank
- Relevant Screen Page: Bloomberg Screen Page SONCINDX (the **SONIA Index**)
- Overnight Rate: Applicable
- Index Determination: Applicable
9. Initial Term Advance Margin per annum: 0%
10. Step-Up Date (if any): Not Applicable
11. Stepped-Up Term Advance Margin per annum: Not Applicable
12. Details relating to Bullet Term Advances: Not Applicable
13. Details relating to Scheduled Amortisation Term Advance: Not Applicable
14. Details relating to Pass-Through Term Advance: Applicable
- The Term NR VFN Advance relating to the Class Z Variable Funding Note shall be due and payable in full or in part up to the Outstanding Principal Balance of the Term NR VFN Advance on and following the Term Advance Payment Date falling in January 2022 and on each applicable Term Advance Payment Date thereafter.
15. Final Repayment Date: Interest Payment Date falling in or nearest to the later of: (1) the date specified in limb (a) of the definition of Maximum Loan Maturity Date; and

(2) the latest Final Maturity Date of any outstanding Class A Notes.

16. Term Advance Payment Dates: Each Interest Payment Date

17. Other terms and special conditions: Not Applicable

Confirmations:


Funding confirms that:

- (a) no Master Intercompany Loan Event of Default has occurred and is continuing which has not been waived, or would result from the making of the Master Issuer Term Advance described in this Term Advance Supplement; and
- (b) the representations and warranties set out in **Clause 13** of the Master Intercompany Loan Agreement are true on and as of the Closing Date specified in this Term Advance Supplement by reference to the facts and circumstances then existing.

**EXECUTION PAGE
for Term Advance Supplement**

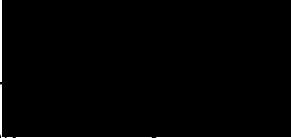
Funding

EXECUTED for and on behalf of)
HOLMES FUNDING LIMITED)
by:)

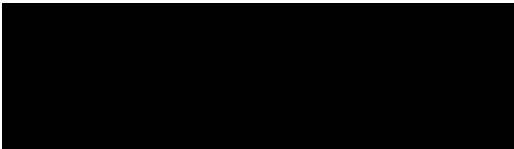
Name: 

Master Issuer

EXECUTED for and on behalf of)
HOLMES MASTER ISSUER PLC)
by:)

Name: 

Security Trustee

EXECUTED for and on behalf of)
THE BANK OF NEW YORK MELLON, ACTING)
THROUGH ITS LONDON BRANCH)
by)
Name: 

Agent Bank

EXECUTED for and on behalf of)
THE BANK OF NEW YORK MELLON,)
ACTING THROUGH ITS LONDON BRANCH)
by)

Name: 