

Amended and Restated Loan Tranche Supplement

Fosse Funding (No.1) Limited
as Funding 1

Fosse Master Issuer plc
as Issuer

The Bank of New York Mellon, London Branch
as Funding 1 Security Trustee and as Issuer Security Trustee

Citibank, N.A.
as Agent Bank

THIS LOAN TRANCHE SUPPLEMENT is dated 15 October 2019 and amended and restated on 18 October 2024.

BETWEEN:

- (1) **Fosse Funding (No.1) Limited** (registered number 05925696), a private limited company incorporated under the laws of England and Wales whose registered office is at 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX (as **Funding 1**);
- (2) **Fosse Master Issuer Plc** (registered number 05925693), a public limited company incorporated under the laws of England and Wales whose registered office is at 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX (as **Issuer**);
- (3) **The Bank of New York Mellon, London Branch**, a New York banking corporation, whose address is at 160 Queen Victoria Street, London, EC4V 4LA in its capacity as **Funding 1 Security Trustee** which expression shall include such company and all other persons or companies for the time being acting as security trustee (or co-trustee) pursuant to the terms of the Funding 1 Deed of Charge and in its capacity as Issuer Security Trustee, which expression shall include such company and all other persons or companies for the time being acting as security trustee (or co-trustee) pursuant to the terms of the Issuer Deed of Charge; and
- (4) **Citibank, N.A.**, acting through its office at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB in its capacity as **Agent Bank**.

This document constitutes the Loan Tranche Supplement relating to the Loan Tranches described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Intercompany Loan Agreement entered into between the parties hereto on 28 November 2006 (as amended and restated on 1 August 2007, 21 August 2008, 21 April 2011, 27 April 2012, 9 October 2014, 29 April 2016, 13 September 2019, 29 July 2021, 28 June 2022 and 16 June 2023). This Loan Tranche Supplement contains the final terms of the Loan Tranches identified and described herein, is supplemental to and must be read in conjunction with the Intercompany Loan Agreement.

Loan Tranche: The Series 2019-1 Class A1 Notes will fund the Series 2019-1 AAA (Class A1) Loan Tranche which shall have the following terms:

1.	Borrower:	Fosse Funding (No.1) Limited
2.	Lender:	Fosse Master Issuer plc
3.	Tier of Loan Tranche:	AAA Loan Tranche
4.	Series Number:	Series 2019-1
5.	Redemption/Payment Basis:	Scheduled Amortisation
6.	Change of Redemption/Payment Basis:	Not Applicable
7.	Initial Principal Amount:	£750,000,000
	(a) Closing Date:	15 October 2019
	(b) Loan Tranche Interest Commencement Date:	15 October 2019
	(c) Loan Tranche Interest Reset Dates:	The Funding 1 Interest Payment Dates occurring quarterly commencing with the Funding 1 Interest Payment Date occurring in October 2019 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date.
	(d) Funding 1 Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th of each month in each year (or, if such day is not a Business Day, the next succeeding Business Day), up to and including the Final Maturity Date, commencing on 18 October 2019.
8.	Initial Relevant Screen Reference Rate:	SONIA Observation Look-Back Period being 5 London Banking Days
9.	Initial Loan Tranche Margin per annum:	+0.73%
10.	Step-Up Date (if any):	The Funding 1 Interest Payment Date occurring in October 2024 on which date the initial interest rate per annum shall be replaced with the stepped-up interest rate per annum
11.	Stepped-Up Loan Tranche Margin per annum:	+1.46%

Loan Tranche: The Series 2019-1 Class A1 Notes will fund the Series 2019-1 AAA (Class A1) Loan Tranche which shall have the following terms:

12.	Details relating to Bullet Loan Tranches:	Not Applicable
13.	Details relating to Scheduled Amortisation Loan Tranche:	Applicable
	(a) Scheduled Repayment Dates:	July 2024 and October 2024
	(b) Repayment Amounts	July 2024 £75,000,000
		October 2024 £675,000,000
	(c) Relevant Accumulation Amounts:	Not Applicable
14.	Details relating to Pass-Through Loan Tranches:	Not Applicable
15.	Final Repayment Date:	The Funding 1 Interest Payment Date occurring in October 2054
16.	Loan Tranche Payment Dates:	Each Funding 1 Interest Payment Date
17.	Other terms and special conditions:	Not Applicable

Loan Tranche: The Series 2019-1 Class A2 Notes will fund the Series 2019-1 AAA (Class A2) Loan Tranche which shall have the following terms:

1.	Borrower:	Fosse Funding (No.1) Limited
2.	Lender:	Fosse Master Issuer plc
3.	Tier of Loan Tranche:	AAA Loan Tranche
4.	Series Number:	Series 2019-1
5.	Redemption/Payment Basis:	Scheduled Amortisation
6.	Change of Redemption/Payment Basis:	Not Applicable
7.	Initial Principal Amount:	£500,000,000
	(a) Closing Date:	15 October 2019
	(b) Loan Tranche Interest Commencement Date:	15 October 2019
	(c) Loan Tranche Interest Reset Dates:	The Funding 1 Interest Payment Dates occurring quarterly commencing with the Funding 1 Interest Payment Date

Loan Tranche: The Series 2019-1 Class A2 Notes will fund the Series 2019-1 AAA (Class A2) Loan Tranche which shall have the following terms:

		occurring in October 2019 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date.
	(d) Funding 1 Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th 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 18 October 2019.
8.	Initial Relevant Screen Reference Rate:	SONIA Observation Look-Back Period being 5 London Banking Days
9.	Initial Loan Tranche Margin per annum:	+0.88%
10.	Step-Up Date (if any):	The Funding 1 Interest Payment Date occurring in October 2029 on which date the initial interest rate per annum shall be replaced with the stepped-up interest rate per annum
11.	Stepped-Up Loan Tranche Margin per annum:	+1.76%
12.	Details relating to Bullet Loan Tranches:	Not Applicable
13.	Details relating to Scheduled Amortisation Loan Tranche:	Applicable
	(a) Scheduled Repayment Dates:	October 2029
	(b) Repayment Amounts:	October 2029 £500,000,000
	(c) Relevant Accumulation Amounts:	Not Applicable
14.	Details relating to Pass-Through Loan Tranches:	Not Applicable
15.	Final Repayment Date:	The Funding 1 Interest Payment Date falling in or nearest to October 2072
16.	Loan Tranche Payment Dates:	Each Funding 1 Interest Payment Date corresponding to a Scheduled Repayment Date

Loan Tranche: The Series 2019-1 Class A2 Notes will fund the Series 2019-1 AAA (Class A2) Loan Tranche which shall have the following terms:

17. Other terms and special conditions: Not Applicable

Loan Tranche: The Series 2019-1 Class Z Notes will fund the Series 2019-1 NR (Class Z) Loan Tranche which shall have the following terms:

1.	Borrower:	Fosse Funding (No.1) Limited
2.	Lender:	Fosse Master Issuer plc
3.	Tier of Loan Tranche:	NR Loan Tranche
4.	Series Number:	Series 2019-1
5.	Redemption/Payment Basis:	Pass Through
6.	Change of Redemption/Payment Basis:	Not Applicable
7.	Initial Principal Amount:	£215,460,000
	(a) Closing Date:	15 October 2019
	(b) Loan Tranche Interest Commencement Date:	15 October 2019
	(c) Loan Tranche Interest Reset Dates:	The Funding 1 Interest Payment Dates occurring quarterly commencing with the Funding 1 Interest Payment Date occurring in October 2019 provided no Pass-Through Trigger Event has occurred and thereafter each Funding 1 Interest Payment Date.
	(d) Funding 1 Interest Payment Dates:	The 18th of January, April, July and October in each year, or following the occurrence of a Pass-Through Trigger Event, the 18th 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 18 October 2019.
8.	Initial Relevant Screen Reference Rate:	SONIA Observation Look-Back Period being 5 London Banking Days
9.	Initial Loan Tranche Margin per annum:	+0.90%
10.	Step-Up Date (if any):	Not Applicable
11.	Stepped-Up Loan Tranche Margin per annum:	Not Applicable
12.	Details relating to Bullet Loan Tranches:	Not Applicable

Loan Tranche: The Series 2019-1 Class Z Notes will fund the Series 2019-1 NR (Class Z) Loan Tranche which shall have the following terms:

13.	Details relating to Scheduled Amortisation Loan Tranche:	Not Applicable
14.	Details relating to Pass-Through Loan Tranches:	Applicable The NR Loan Tranche relating to the Series 2019-1 Class Z Notes will become due and payable in an amount up to £99,975,000 on and following the Loan Tranche Payment Date falling in October 2024 and due and payable in full on and following the Interest Payment Date in October 2026
15.	Final Repayment Date:	The Funding 1 Interest Payment Date occurring in October 2054
16.	Loan Tranche Payment Dates:	Each Funding 1 Interest Payment Date
17.	Other terms and special conditions:	Not Applicable

Confirmations:

Funding 1 confirms that:

1. no Intercompany Loan Event of Default has occurred and is continuing which has not been waived, or would result from the making of such Loan Tranche;
2. the representations and warranties set out in clause 13 of the Intercompany Loan Agreement are true on and as of the Closing Date specified in this Loan Tranche Supplement by reference to the facts and circumstances then existing; and
3. as of the Closing Date specified in this Loan Tranche Supplement, there will be no debit balance on the Funding 1 Principal Deficiency Ledger.

The Issuer confirms that no Note Event of Default has occurred and is continuing which has not been waived, or would result from the making of such Loan Tranche.

Signatures

Funding 1

EXECUTED by **INTERTRUST DIRECTORS**)
1 LIMITED, as director for and behalf of)
FOSSE FUNDING (NO.1) LIMITED)
by:)


Name 

Issuer

EXECUTED by **INTERTRUST DIRECTORS**)
1 LIMITED, as director for and behalf of)
FOSSE MASTER ISSUER PLC)
by:)


Name 

Funding 1 Security Trustee and Issuer Security Trustee

EXECUTED for and behalf of **THE BANK**)
OF NEW YORK MELLON, LONDON)
BRANCH)
by:)

Name

Signatures

Funding 1

EXECUTED by **INTERTRUST DIRECTORS**)
1 LIMITED, as director for and behalf of)
FOSSE FUNDING (NO.1) LIMITED)
by:)

Name

Issuer

EXECUTED by **INTERTRUST DIRECTORS**)
1 LIMITED, as director for and behalf of)
FOSSE MASTER ISSUER PLC)
by:)

Name

Funding 1 Security Trustee and Issuer Security Trustee

EXECUTED for and behalf of **THE BANK**)
OF NEW YORK MELLON, LONDON)
BRANCH)
by:)


Name



Agent Bank

EXECUTED for and behalf of **CITIBANK,**
N.A.

by:



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)
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Name