TSB Bank plc £10bn Global Covered Bond Programme

Investor Report October 2024

This document is directed at persons in the UK and other EEA countries who are market counterparties and intermediate customers and may not be used or relied upon by private customers (as such terms are defined by the rules of the Financial Conduct Authority). Nothing in this document is, or is to be construed as, an offer of or invitation to subscribe for, underwrite or purchase securities in any jurisdiction. Nothing in this document constitutes an offer of securities for sale in the United States.

This report is for information purposes only and is not intended as an offer or invitation with respect to the purchase or sale of security. Reliance should not be placed on the information herein when making any decision whether to buy, hold or sell notes (or other securities) or for any other purpose.

Administration

Name of issuer	TSB Bank plc
Name of RCB programme	TSB Bank plc £10bn Global Covered Bond Programme
Name, job title and contact details of person validating this form	Katherine Sinclair, Secured Funding Senior Manager , katherine.sinclair@tsb.co.uk
Date of form submission	20 November 2024
Start Date of reporting period	01 October 2024
End Date of reporting period	31 October 2024
Web links - prospectus, transaction documents, loan-level data	http://www.tsb.co.uk/investors/debt-investors/covered-bonds/

Counterparties, Ratings

	Counterparty/ies	Fitch		Moody's		S&P	
		Rating trigger	Current rating	Rating trigger	Current rating	Rating trigger	Current rating
Covered bonds		na	na	na	Aaa	na	na
Issuer	TSB Bank plc	na	na	na	(LT) Baa1 (Snr unsec), A2(cr) & (ST) P-2(Snr unsec), P-1(cr)	na	na
Seller(s)	TSB Bank plc	na	na	na	(LT) Baa1 (Snr unsec), A2(cr) & (ST) P-2(Snr unsec), P-1(cr)	na	na
Account bank	HSBC Bank plc	na	na	(LT) A2 & (ST) P-1	(LT) A1 & (ST) P-1	na	na
Account bank	Lloyds Bank plc	na	na	(LT) A2 & (ST) P-1	(LT) A1 & (ST) P-1	na	na
Stand-by account bank	None	na	na	na	na	na	na
Servicer(s)	TSB Bank plc	na	na	Ba2 (cr)	(LT) Baa1 (Snr unsec), A2(cr) & (ST) P-2(Snr unsec), P-1(cr)	na	na
Cash manager(s)	TSB Bank plc	na	na	Ba2 (cr)	(LT) Baa1 (Snr unsec), A2(cr) & (ST) P-2(Snr unsec), P-1(cr)	na	na
Swap provider(s) on cover pool	TSB Bank plc	na	na	A3 (cr)(1)	(LT) Baa1 (Snr unsec), A2(cr) & (ST) P-2(Snr unsec), P-1(cr)	na	na
Stand-by swap provider(s) on cover pool	None	na	na	na	na	na	na
FX Swap provider on Covered Bond swap (series 2024-01)	Bank of Montreal	na	na	A3 (cr)(1)	(LT) Aa2 & (ST) P-1	na	na

Swap notional amount(s) (GBP)(2)	£ 5,465,894,591
Swap notional maturity/ies(2)	na
LLP receive rate/margin(2)	6.13%
LLP pay rate/margin(2)	3.20%
Collateral posting amount(s) (GBP)(2)	£ -

Accounts, Ledgers (20)

	Value as of End Date of reporting period	Value as of Start Date of reporting period	Targeted Value
Revenue receipts	£ -	na	na
Revenue Receipts (on the Loans)	£ 15,171,150	na	na
Bank Interest	£ 323,272	na	na
Amount receivable from Cover Pool swap	£ 13,839,938	na	na
Excess amount released from Reserve Fund	£ -	na	na
Available Revenue Receipts	£ 29,334,360	na	na
Senior fees (including Cash Manager & Servicer)	£ 533,934	na	na
Amounts payable under Cover Pool swap	£ -	na	na
Interest payable on FX Covered Bond swaps	£ 1,967,456	na	na
Interest payable on Term Advance	£ 15,320,096	na	na
Amounts added to Reserve Fund	£ -	na	na
Deferred Consideration	£ 11,512,874	na	na
Members' profit	£ -	na	na
Total distributed	£ 29,334,360	na	na
Principal receipts	£ -	na	na
Principal Receipts (on the Loans)	£ 61,763,022	na	na
Any other amount standing to credit Principal Ledger	£ -	na	na
Cash Capital Contribution from Members	£ -	na	na
Available Principal Receipts	£ 61,763,022	na	na
Total distributed	£ 61,763,022	na	na
Reserve ledger	na	na	na
Revenue ledger	£ 29,334,360	£ 27,706,529	na
Principal ledger	£ 61,763,022	£ 129,127,753	na
Pre-maturity liquidity ledger	na	na	na

Asset Coverage Test

	Value	Description(3)
A	£ 5,043,217,762	Adjusted Current Balance
B	£ -	Principal collections not yet applied (21)
C	£ -	Cash Capital Contributions held on Capital Ledger
D	£ -	Substitution assets
E	£ -	Sales proceeds or Capital Contributions credited to the Pre-Maturity Liquidity Ledger
U	£ -	Supplementary Liquidity Reserve
V	£ -	Collateralised GIC balance
X	£ -	For set-off risk
Y	£ -	For redraw capacity
Z	£ 111,513,444	Potential negative carry
Total	£ 4,931,704,318	
Method used for calculating component 'A'(4)	A(b)	
Asset percentage (%)	89.0%	
Maximum asset percentage from Moody's (%)	89.0%	
Credit support as derived from ACT (GBP)	£ 1,253,754,318	
Credit support as derived from ACT (%)	34.1%	

TSB Bank plc £10bn Global Covered Bond Programme

Investor Report October 2024

Programme-Level Characteristics

Programme currency	GBP
Programme size	10,000,000,000
Covered bonds principal amount outstanding (GBP, non-GBP series converted at swap FX rate)	£ 3,677,950,000
Covered bonds principal amount outstanding (GBP, non-GBP series converted at current spot rate)	£ 3,671,780,758
Cover pool balance (GBP)	£ 5,669,049,702
Bank account balance (GBP)[5]	£ 77,281,027
Any additional collateral (please specify)	None
Any additional collateral (GBP)	£ -
Aggregate balance of off-set mortgages (GBP)	£ -
Aggregate deposits attaching to the cover pool (GBP)[6]	£ 13,331,434
Aggregate deposits attaching specifically to the off-set mortgages (GBP)	£ -
Nominal level of overcollateralisation (GBP)[7]	£ 1,991,099,702
Nominal level of overcollateralisation (%)	54.1%
Number of loans in cover pool (16)	41,527
Average loan balance (GBP) (16)	£ 136,515
Weighted average non-indexed LTV (%)	55.48%
Weighted average indexed LTV (%)	48.74%
Weighted average seasoning (months)	60.5
Weighted average remaining term (months)	241.3
Weighted average interest rate (%)	3.25%
Standard Variable Rate(s) (%)	7.00% and 8.49%
Constant Pre-Payment Rate (%, current month)	8.6%
Constant Pre-Payment Rate (%, quarterly average)	12.8%
Principal Payment Rate (%, current month)	12.6%
Principal Payment Rate (%, quarterly average)	16.8%
Constant Default Rate (%, current month)[8]	na
Constant Default Rate (%, quarterly average)[8]	na
Fitch Discontinuity Cap (%)	na
Moody's Timely Payment Indicator	Probable
Moody's Collateral Score (%)	5.0%

Mortgage collections

Mortgage collections (scheduled - interest)	£ 15,171,150
Mortgage collections (scheduled - principal)	£ 20,536,018
Mortgage collections (unscheduled - interest)[9]	
Mortgage collections (unscheduled - principal)	£ 41,227,005

Account Redemptions & Replenishments Since Previous Reporting Date

	Number	% of total number	Amount (GBP)	% of total amount
Account redemptions since previous reporting date	363	0.87%	£ 35,037,621	0.62%
Accounts bought back by seller(s)	4	0.01%	£ 757,936	0.01%
of which are non-performing loans				
of which have breached R&Ws	4		£ 757,936	
Accounts sold into the cover pool	906	2.18%	£ 182,842,536	3.23%

Product Rate Type and Reversionary Profiles[10]

					Weighted average				
	Number	% of total number	Amount (GBP)	% of total amount	Current rate	Remaining teaser period (months)	Current margin[11]	Reversionary margin[11]	Initial rate[12]
Fixed at origination, reverting to SVR	-	0.00%	-	0.00%					
Fixed at origination, reverting to HVR	51,265	72.85%	4,947,017,758	87.26%	2.95%	25.88	2.95%	1.49%	2.95%
Fixed at origination, reverting to Libor	-	0.00%	-	0.00%					
Fixed at origination, reverting to tracker	1,149	1.63%	215,137,264	3.79%	2.78%	28.51	2.78%	2.49%	2.78%
Fixed for life	6,385	9.07%	29,663,612	0.52%	2.94%	-	2.94%		2.94%
Tracker at origination, reverting to SVR	-	0.00%	-	0.00%					
Tracker at origination, reverting to HVR	1,197	1.70%	154,063,370	2.72%	5.57%	13.46	0.57%	1.49%	5.57%
Tracker at origination, reverting to Libor	-	0.00%	-						
Tracker for life	1,714	2.44%	75,863,596	1.34%	5.57%	-	0.57%	-	5.57%
SVR, including discount to SVR	4,602	6.54%	128,698,082	2.27%	6.97%	-	-0.03%	-	6.97%
HVR, including discount to HVR	4,061	5.77%	118,606,020	2.09%	8.48%	-	1.48%	-	8.48%
Libor	-	0.00%	-	0.00%		-	0.00%	-	-
Total	70,373	100.00%	£ 5,669,049,702	100.00%	3.25%				

Stratifications

Arrears breakdown[13]	Number	% of total number	Amount (GBP)	% of total amount
Current	41,258	99.35%	£ 5,635,691,415	99.41%
0-1 month in arrears	74	0.18%	£ 9,230,277	0.16%
1-2 months in arrears	68	0.16%	£ 8,432,570	0.15%
2-3 months in arrears	28	0.07%	£ 2,815,121	0.05%
3-6 months in arrears	37	0.09%	£ 3,421,282	0.06%
6-12 months in arrears	40	0.10%	£ 4,713,834	0.08%
12+ months in arrears	22	0.05%	£ 4,745,203	0.08%
Total	41,527	100.00%	£ 5,669,049,702	100.00%

TSB Bank plc £10bn Global Covered Bond Programme

Investor Report October 2024

Current non-indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	22,908	55.16%	£ 2,022,016,691	35.67%
50-55%	3,006	7.24%	£ 491,456,991	8.67%
55-60%	2,825	6.80%	£ 473,282,339	8.35%
60-65%	3,134	7.55%	£ 578,181,236	10.20%
65-70%	3,080	7.42%	£ 628,550,212	11.09%
70-75%	3,135	7.55%	£ 677,465,834	11.95%
75-80%	2,574	6.20%	£ 585,424,133	10.33%
80-85%	809	1.95%	£ 199,142,746	3.51%
85-90%	47	0.11%	£ 11,083,720	0.20%
90-95%	7	0.02%	£ 2,064,023	0.04%
95-100%	1	0.00%	£ 217,733	0.00%
100-105%	1	0.00%	£ 164,045	0.00%
105-110%	0	-	£ -	-
110-125%	0	-	£ -	-
125%+	0	-	£ -	-
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Current indexed LTV	Number	% of total number	Amount (GBP)	% of total amount
0-50%	28,640	68.97%	£ 2,841,154,112	50.12%
50-55%	2,570	6.19%	£ 481,133,832	8.49%
55-60%	2,704	6.51%	£ 545,675,402	9.63%
60-65%	2,520	6.07%	£ 547,397,126	9.66%
65-70%	2,114	5.09%	£ 499,908,188	8.82%
70-75%	1,592	3.83%	£ 391,353,850	6.90%
75-80%	959	2.31%	£ 242,613,331	4.28%
80-85%	426	1.03%	£ 119,402,595	2.11%
85-90%	1	0.00%	£ 127,586	0.00%
90-95%	0	0.00%	£ -	0.00%
95-100%	1	0.00%	£ 283,679	0.01%
100-105%	0	-	£ -	-
105-110%	0	-	£ -	-
110-125%	0	-	£ -	-
125%+	0	-	£ -	-
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Current outstanding balance of loan	Number	% of total number	Amount (GBP)	% of total amount
0-5,000	500	1.20%	£ 1,244,208	0.02%
5,000-10,000	732	1.76%	£ 5,575,497	0.10%
10,000-25,000	2,870	6.91%	£ 50,937,604	0.90%
25,000-50,000	5,459	13.15%	£ 204,941,838	3.62%
50,000-75,000	5,304	12.77%	£ 330,580,165	5.83%
75,000-100,000	4,757	11.46%	£ 414,537,606	7.31%
100,000-150,000	7,409	17.84%	£ 914,612,265	16.13%
150,000-200,000	5,184	12.48%	£ 901,179,903	15.90%
200,000-250,000	3,655	8.80%	£ 815,091,100	14.38%
250,000-300,000	2,190	5.27%	£ 597,578,216	10.54%
300,000-350,000	1,385	3.34%	£ 445,925,997	7.87%
350,000-400,000	712	1.71%	£ 264,718,057	4.67%
400,000-450,000	436	1.05%	£ 183,731,009	3.24%
450,000-500,000	309	0.74%	£ 145,822,532	2.57%
500,000-600,000	327	0.79%	£ 178,257,192	3.14%
600,000-700,000	156	0.38%	£ 100,998,120	1.78%
700,000-800,000	83	0.20%	£ 61,809,364	1.09%
800,000-900,000	37	0.09%	£ 31,010,178	0.55%
900,000-1,000,000	22	0.05%	£ 20,498,853	0.36%
1,000,000 +	0	0.00%	£ -	0.00%
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Regional distribution	Number	% of total number	Amount (GBP)	% of total amount
East of England	3,545	8.54%	£ 589,531,237	10.40%
East Midlands	2,615	6.30%	£ 315,604,096	5.57%
London	3,135	7.55%	£ 804,419,203	14.19%
North East	1,957	4.71%	£ 178,908,546	3.16%
North West	4,758	11.46%	£ 525,919,742	9.28%
Northern Ireland	0	-	£ -	-
Scotland	6,585	15.86%	£ 565,904,166	9.98%
South East	5,577	13.43%	£ 1,092,905,302	19.28%
South West	4,103	9.88%	£ 574,475,135	10.13%
Wales	1,445	3.48%	£ 151,035,548	2.66%
West Midlands	4,082	9.83%	£ 469,175,154	8.28%
Yorkshire	3,725	8.97%	£ 401,171,572	7.08%
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Repayment type[10][14]	Number	% of total number	Amount (GBP)	% of total amount
Capital repayment	66,859	95.01%	£ 5,331,867,662	94.05%
Part-and-part	0	-	£ -	-
Interest-only	3,514	4.99%	£ 337,182,041	5.95%
Offset	0	-	£ -	-
Total	70,373	100.00%	£ 5,669,049,702	100.00%

TSB Bank plc £10bn Global Covered Bond Programme
Investor Report October 2024

Seasoning[10]	Number	% of total number	Amount (GBP)	% of total amount
0-12 months	2,104	2.99%	£ 263,378,737	4.65%
12-24 months	3,054	4.34%	£ 429,399,435	7.57%
24-36 months	8,935	12.70%	£ 1,155,197,106	20.38%
36-48 months	9,791	13.91%	£ 1,354,116,328	23.89%
48-60 months	4,084	5.80%	£ 448,810,826	7.92%
60-72 months	3,421	4.86%	£ 322,641,426	5.69%
72-84 months	3,458	4.91%	£ 261,528,683	4.61%
84-96 months	6,184	8.79%	£ 401,429,267	7.08%
96-108 months	7,225	10.27%	£ 319,614,889	5.64%
108-120 months	4,817	6.84%	£ 204,183,642	3.60%
120-150 months	5,866	8.34%	£ 179,653,333	3.17%
150-180 months	4,589	6.52%	£ 126,423,652	2.23%
180+ months	6,845	9.73%	£ 202,672,379	3.58%
Total	70,373	100.00%	£ 5,669,049,702	100.00%

Interest payment type[10]	Number	% of total number	Amount (GBP)	% of total amount
Fixed	58,799	83.55%	£ 5,191,818,634	91.58%
SVR	4,602	6.54%	£ 128,698,082	2.27%
HVR	4,061	5.77%	£ 118,606,020	2.09%
Tracker	2,911	4.14%	£ 229,926,966	4.06%
Other (please specify)	-	-	-	-
Total	70,373	100.00%	£ 5,669,049,702	100.00%

Loan purpose type	Number	% of total number	Amount (GBP)	% of total amount
Owner-occupied	41,527	100.00%	£ 5,669,049,702	100.00%
Buy-to-let	0	0.00%	£ -	0.00%
Second home[15]	0	0.00%	-	0.00%
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Income verification type[10]	Number	% of total number	Amount (GBP)	% of total amount
Fully verified	67,023	95.24%	£ 5,561,710,345	98.11%
Fast-track	1,872	2.66%	£ 62,356,566	1.10%
Unknown	1,478	2.10%	£ 44,982,791	0.79%
Self-certified	0	0.00%	£ -	0.00%
Total	70,373	100.00%	£ 5,669,049,702	100.00%

Remaining term of loan[10]	Number	% of total number	Amount (GBP)	% of total amount
0-30 months	3,681	5.23%	£ 58,338,536	1.03%
30-60 months	6,043	8.59%	£ 140,802,846	2.48%
60-120 months	15,211	21.61%	£ 548,949,177	9.68%
120-180 months	13,864	19.70%	£ 832,286,366	14.68%
180-240 months	11,687	16.61%	£ 1,108,558,936	19.55%
240-300 months	9,483	13.48%	£ 1,247,076,113	22.00%
300-360 months	6,122	8.70%	£ 976,404,797	17.22%
360+ months	4,282	6.08%	£ 756,632,932	13.35%
Total	70,373	100.00%	£ 5,669,049,702	100.00%

Employment status[17]	Number	% of total number	Amount (GBP)	% of total amount
Employed	37,274	89.76%	£ 5,086,115,183	89.72%
Self-employed	3,892	9.37%	£ 546,221,752	9.64%
Unemployed	149	0.36%	£ 18,973,432	0.33%
Retired	211	0.51%	£ 17,712,907	0.31%
Guarantor	0	-	£ -	-
Other(18)	1	0.00%	£ 26,428	0.00%
Total	41,527	100.00%	£ 5,669,049,702	100.00%

Covered Bonds Outstanding, Associated Derivatives (22)

Series	2021-1	2023-1	2023-2	2023-3	2024-01
Issue date	22-Jun-21	14-Feb-23	15-Sep-23	10-Nov-23	05-Mar-24
Original rating (Moody's)	Aaa	Aaa	Aaa	Aaa	Aaa
Current rating (Moody's)	Aaa	Aaa	Aaa	Aaa	Aaa
Denomination	GBP	GBP	GBP	GBP	Eur
Amount at issuance	500,000,000	1,000,000,000	750,000,000	500,000,000	500,000,000
Amount outstanding	500,000,000	1,000,000,000	750,000,000	500,000,000	500,000,000
FX swap rate (rate:£1)	1.000	1.000	1.000	1.000	1.000
Maturity type (hard/soft-bullet/pass-through)	Soft	Soft	Soft	Soft	Soft
Scheduled final maturity date	22-Jun-28	14-Feb-27	15-Sep-28	10-Nov-27	05-Mar-29
Legal final maturity date[19]	22-Jun-28	14-Feb-27	15-Sep-28	10-Nov-27	05-Mar-29
ISIN	XS2355578787	XS2586785672	XS2675294347	XS2717349489	XS2774411016
Stock exchange listing	London	London	London	London	London
Coupon payment frequency	Quarterly	Quarterly	Quarterly	Quarterly	Annually
Coupon payment date	Quarterly - 22nd Mar, Jun, Sep, Dec	Quarterly - 14th May, Aug, Nov,Feb	Quarterly - 15th Mar, Jun, Sep, Dec	Quarterly - 10th Feb,May, Aug,Nov	Annually - 5th Mar
Coupon (rate if fixed, margin and reference rate if floating)	Compounded Daily SONIA + 0.37%	Compounded Daily SONIA + 0.60%	Compounded Daily SONIA + 0.65%	Compounded Daily SONIA + 0.63%	3.319%
Margin payable under extended maturity period (%)	Compounded Daily SONIA + 0.37%	Compounded Daily SONIA + 0.60%	Compounded Daily SONIA + 0.65%	Compounded Daily SONIA + 0.63%	Compounded Daily €STR +0.52%
Swap counterparty/ies					Bank of Montreal
Swap notional denomination					GBP
Swap notional amount					427,950,000
Swap notional maturity					5 Mar 2029
LLP receive rate/margin					3.319%
LLP pay rate/margin (23)					SONIA + 0.82725%
Collateral posting amount	-	-	-	-	GBP 2,770,807

Series	2024-2				
Issue date	11-Sep-24				
Original rating (Moody's)	Aaa				
Current rating (Moody's)	Aaa				
Denomination	GBP				
Amount at issuance	500,000,000				
Amount outstanding	500,000,000				
FX swap rate (rate:£1)	1.000				
Maturity type (hard/soft-bullet/pass-through)	Soft				
Scheduled final maturity date	11-Sep-29				
Legal final maturity date[19]	11-Sep-29				
ISIN	XS2898163568				
Stock exchange listing	London				
Coupon payment frequency	Quarterly				
Coupon payment date	Quarterly -11th Mar, Jun, Sep, Dec				
Coupon (rate if fixed, margin and reference rate if floating)	Compounded Daily SONIA + 0.53%				
Margin payable under extended maturity period (%)	Compounded Daily SONIA + 0.53%				
Swap counterparty/ies					
Swap notional denomination					

Swap notional amount					
Swap notional maturity					
LLP receive rate/margin					
LLP pay rate/margin (23)					
Collateral posting amount	-				

Programme triggers

Event (please list all triggers)	Summary of Event	Moody's Rating Trigger (Moody's short-term, long-term, cr)	Trigger breached (yes/no)
Set-Off Risk Protection	Set-Off Risk protection built into Asset Coverage Test.	A3 (CR)	no
Reserve Fund	Available Revenue Receipts (after payments of higher ranking items in the Revenue Priority of Payments) credited to the Reserve Fund up to an amount equal to the Reserve Fund Required Amount.	P-1 (CR)	no
Pre-Maturity Test	Fund the Pre-Maturity Ledger if the Final Maturity Date of any Series of Hard Bullet Covered Bonds occurs within 6 and 12 months from the relevant Pre-Maturity Liquidity Test Date.	A1 at 6 months / P-1 at 12 months (CR)	no
Account Bank Replacement	Replace or guarantee Account Bank within 60 days or take such other reasonable actions as may be required to ensure that the then current rating of the bonds are not adversely affected.	A2 (LTSU) or P-1 (STSU)	no
Swap Counterparty	Requirement to post collateral, transfer obligations to a suitably rated replacement swap provider, procure another suitably rated entity to become a co-obligor or guarantor or other actions as may be agreed with the relevant agency in order to maintain or restore (as applicable) the ratings of the covered bonds). The ratings shown are the first level of triggers. Other triggers exist at lower levels with further consequences.	A3 (CR)	no
ACT Testing Frequency	Asset Monitor, subject to receipt of the relevant information from the Cash Manager, required to conduct monthly ACT tests following each Calculation Date.	Baa3 (CR)	no
Swap Collateral Account Bank	Replace or guarantee Swap Collateral Account Bank within 60 days or take such other reasonable actions as may be required to ensure that the then current rating of the bonds are not adversely affected.	A3 (LTSU) or P-2 (STSU)	no
Back Up Servicer Appointment	Best endeavours to enter into a back up master servicing agreement with a third party within 60 days. Based on Back Up Servicer Facilitator being in place at outset.	Baa3 (CR)	no
Servicer Replacement	Servicer to be replaced by Back up Servicer within 60 calendar days of the breach.	Ba2 (CR)	no
Back Up Cash Manager Appointment	The Cash Manager will use best endeavours to enter into a back up cash management agreement with a suitably experienced third party. Based on Back Up Cash Manager Facilitator being in place at outset.	Baa3 (CR)	no
Cash Manager Replacement	Cash Manager to be replaced by Back Up Cash Manager within 30 days following breach.	Ba2 (CR)	no
Perfection	Transfer of title to the Loans to the LLP.	Baa3 (CR)	no

Non-Rating Triggers

Event	Description of Trigger	Consequence if Trigger Breached
Issuer Event of Default	Any of the conditions, events or acts provided in Condition 9.1 of the Prospectus (Issuer Events of Default) occur.	Bond Trustee serves Notice to Pay on LLP under Covered Bond Guarantee LLP takes over payment obligations on Bonds as they become due All cash collected for benefit of Secured Creditors, including investors and distributed in accordance with the Guarantee Priority of Payments
Interest Rate Shortfall Test	Failure of Interest Rate Shortfall Test	Within one business day, give written notice to the LLP, the Seller and the Security Trustee of the amount of such Interest Rate Shortfall and of the relevant Discretionary Rates or margins applicable which would need to be set in order for no Interest Rate Shortfall to arise and the Interest Rate Shortfall Test to be met
Asset Coverage Test	Failure of the Asset Coverage Test	If an Asset Coverage Test Breach Notice has been served and not revoked on or before the third Calculation Date after service of such Asset Coverage Test Breach Notice, then an Issuer Event of Default shall occur
LLP Event of Default	Any of the conditions, events or acts provided in Condition 9.2 of the Prospectus (LLP Events of Default) occur.	Covered Bonds and Guarantee accelerated LLP's assets are liquidated by the Security Trustee for the benefit of Secured Creditors, including the investors Proceeeds from the liquidation of the LLP's assets are distributed to Secured Creditors, including bondholders Amounts due to TSB under the Term Advances are subordinated
Yield Shortfall Test	Failure of Yield Shortfall Test	Within one business day, give written notice to the LLP, the Seller and the Security Trustee of the amount of the shortfall and of the Discretionary Rates or margins applicable which would (taking into account the applicable Mortgage Conditions), in the Servicer's reasonable opinion, need to be set in order for no shortfall to arise and the Yield Shortfall Test to be met
Amortisation Test	Failure of the Amortisation Test	Constitutes an LLP Event of Default which if not cured, triggers an acceleration of the bonds

Glossary:

Arrears	Arrears are calculated in accordance with standard market practice in the UK. A mortgage is identified as being in arrears when, on any due date, the overdue amounts which were due on previous due dates equal, in the aggregate, one or more full monthly payments. In making an arrears determination, the servicer calculates as of the date of determination the difference between the sum of all monthly payments that were due and payable by a borrower on any due date up to that date of determination (less the aggregate amount of all authorised underpayments made by such borrower up to such date of determination) and the sum of all payments actually made by that borrower up to that date of determination. If the result arrived at by dividing that difference (if any) by the amount of the required monthly payment equals or exceeds 1 the account is deemed to be in arrears. Arrears classification is determined based on the number of equivalent full current monthly payments that have been missed. A borrower that has missed payments that in the aggregate equal or exceeding 2 monthly payments (but for which the aggregate of missed payments is less than 3 monthly payments) would be classified as being 2 to <3 months in arrears, and so on.
Monthly Constant Pre-Payment Rate (CPR)	Monthly CPR on any portfolio calculation date means the total unscheduled principal receipts received during the period of one month ending on that calculation date divided by the aggregate current balance of the loans comprised in the portfolio as at the immediately preceding calculation date. Unscheduled Principal Repayments comprise payments from TSB for the repurchase of loans from the portfolio, and capital repayments and redemptions other than those received at the expected term end date of the loan. These are annualised using the formula: 1-((1-M)^12) where M is the monthly CPR expressed as a percentage. Where there has been portfolio transfers within the month, CPR is calculated on a weighted average basis.
Monthly Principal Payment Rate (PPR)	Monthly PPR on any portfolio calculation date means the total scheduled and unscheduled principal receipts received during the period of one month ending on that calculation date divided by the aggregate current balance of the loans comprised in the portfolio as at the immediately preceding portfolio calculation date. Where there has been portfolio transfers within the month, PPR is calculated on a weighted average basis. These are annualised using the formula: 1-((1-M)^12) where M is the monthly PPR expressed as a percentage.
Quarterly Average CPR/PPR	The average of the three most recent monthly annualised CPR / PPR expressed as a percentage.
Current Balance	Means, in relation to any loan at any date, the aggregate balance of the loan at such date (but avoiding double counting) including: (a) the Initial Advance; (b) any increase in the principal amount of a loan due to any further advance; (c) capitalised expenses; (d) capitalised interest; and (e) all expenses charges, fees, premium or payment due and owing by the borrower which have not yet been capitalised (including accrued interest, arrears of interest, high loan-to-value fees, insurance premiums, booking fees and valuation fees), in each case, relating to such loan less all prepayments, repayments or payments of any of the foregoing made on or prior to such date, and, in relation to the portfolio, the aggregate of the Current Balances of each loan in the portfolio.
Mortgage Collections	All cash receipts on a mortgage within the portfolio excluding monies paid by TSB in respect of loans repurchased from the portfolio.
Non-indexed LTV	The aggregate current balance of all sub-loans within a mortgage account divided by the value of the property securing the loans in that mortgage account at the date of the latest lending.
Loan Seasoning	The number of months since the date of origination of the sub-loan.
Remaining Term	The number of remaining months of the term of each sub-loan.
Indexed LTV	The aggregate current balance of all sub-loans within a mortgage account divided by the indexed valuation of the property securing the loans in that mortgage account at the reporting date.
Indexed Valuation	Indexation is applied on a regional basis to property valuations on a quarterly basis in January, April, July and October of each year using the Halifax House Price Index published by Markit Group Limited, using their current methodology.
Geographic Analysis	The geographic analysis is prepared based on the Government Office Regions.
Weighted Average (WA)	Unless otherwise stated all weighted average calculations are weighted by current balance.

Footnotes:

(1) The reported trigger disclosed is the next trigger point - there may be subsequent triggers and these are detailed in the relevant swap agreement.

(2) The data relates only to the cover pool swaps and excludes the covered bond swaps.

(3) For full description of requirements please refer to the Prospectus.

(4) A(a) is calculated as the lower of (i) the current balance of the loan, and (ii) the indexed valuation of the loan multiplied by 0.75 for non-defaulted loans, 0.4 for defaulted loans with iLTV<=75%, 0.25 for defaulted loans with iLTV>75%.
A(b) is calculated as the Asset Percentage multiplied by the lower of (i) the current balance of the loan, and (ii) the indexed valuation of the loan multiplied by 1 for non-defaulted loans, 0.4 for defaulted loans with iLTV<=75%, 0.25 for defaulted loans with iLTV>75%.

(5) The bank account balance has been adjusted to include cash from assets collected on the last day of the month and passed to the LLP on the first day of the following month.

(6) The balance reported is the amount required to be posted under item X (Set off risk) of the Asset Coverage Test.

(7) The nominal level of over collateralisation includes cash held on the principal ledger, excluding any waterfall distributions back to the seller in the next calendar month.

(8) The Constant Default Rate is not applicable to revolving programmes.

(9) Unscheduled interest is recorded as 'not reported' as all unscheduled collections are treated as principal.

(10) The data in these tables have been calculated at loan level. All other stratification tables are calculated at account level. A mortgage account consists of one or more loans secured, by way of equal ranking first charge, on the same property and thereby forming a single mortgage account.

(11) Margins are reported based on the index rate, therefore fixed are reported at the fixed rate, trackers are reported over BBR (5.00%) and variable over SVR (7.00%).

(12) The initial rate is considered to be the same as the current rate.

(13) The Arrears breakdown table excludes accounts in possession.

(14) The analysis of Repayment Type has been performed at loan level and therefore there are no balances shown as part-and-part.

(15) Data on second homes has not historically been collected / retained on the TSB system.

(16) Reported at the account level. A mortgage account consists of one or more loans secured, by way of equal ranking first charge, on the same property and thereby forming a single mortgage account.

(17) In the case of joint accounts the employment status disclosed is that of the first named borrower and does not reflect the status of other borrowers named on the same account.

(18) This category includes historical accounts where data was not captured on the system.

(19) The date stated is the legal final maturity date as it applies to the Issuer, however the extended final maturity date as it applies to the LLP is 12 months following this date.

(20) The waterfall reported is that which will be made in the next calendar month. Ledger balances are reported as at month end, before distribution of revenue and principal receipts.

(21) Item B of the Asset Coverage Test excludes principal balances distributed back to the Seller in the next calendar month.