

PRICING SUPPLEMENT

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 (“**UK MiFIR**”); 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 (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 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, “**MiFID II**”); or (ii) a customer within the meaning of Directive 2016/97/EU, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EEA 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 EEA 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 European Union (Withdrawal) Act 2018 (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (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. 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.

Singapore SFA Product Classification – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “**SFA**”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

Pricing Supplement dated 12 May 2023

Rothesay Life Plc

Legal entity identifier (LEI): MFQO711J5UPYBWXSPG12

Issue of £500,000,000 7.734 per cent. Subordinated Tier 2 Notes due 2033

under the £3,000,000,000 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 Terms and Conditions of the Tier 2 Notes (the “**Conditions**”) set forth in the Information Memorandum dated 5 May 2023 (the “**Information Memorandum**”).

This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Information Memorandum. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Information Memorandum. Copies of the Information Memorandum may be obtained from Rothesay Life Plc at The Post Building, 100 Museum Street, London WC1A 1PB, United Kingdom.

1	Issuer:	Rothesay Life Plc
2	(i) Series Number:	1
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3	Specified Currency or Currencies:	Pound Sterling (“£”)
4	Aggregate Nominal Amount:	£500,000,000
5	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	£100,000 and integral multiples of £1,000 in excess thereof
	(ii) Calculation Amount:	£1,000
7	(i) Issue Date:	16 May 2023
	(ii) Interest Commencement Date:	Issue Date
8	Maturity Date:	16 May 2033
9	Interest Basis:	7.734 per cent. Fixed Rate (further particulars specified below)
10	Redemption Basis:	Subject to earlier redemption or purchase and cancellation, the Notes will be redeemed on the Maturity Date at par
11	Change of Interest Basis:	Not Applicable
12	Call Options:	Issuer Call Option Tax Event redemption Capital Disqualification Event redemption

		Ratings Methodology Call
		Issuer Clean-up Call
		(further particulars specified below)
13	(i)	Status of the Notes: Tier 2 Notes
	(ii)	Date of Board approvals for issuance of Notes obtained: 21 April 2023
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
14		Fixed Rate Note Provisions: Applicable
	(i)	Rate(s) of Interest: 7.734 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date(s): 16 May in each year from (and including) 16 May 2024, up to (and including) the Maturity Date
	(iii)	Fixed Coupon Amount(s): £77.34 per Calculation Amount
	(iv)	Broken Amount(s): Not Applicable
	(v)	Day Count Fraction: Actual/Actual – ICMA
	(vi)	Determination Dates: 16 May in each year
	(vii)	Business Day Convention: Not Applicable
15		Fixed Rate Reset Note Provisions: Not Applicable
16		Floating Rate Note and Fixed to Floating Rate Note Provisions: Not Applicable
17		Optional Interest Payment Date: Not Applicable
PROVISIONS RELATING TO REDEMPTION		
18		Issuer Call Option: Applicable
	(i)	Optional Redemption Date(s): Any date from (and including) 16 November 2032 to (but excluding) the Maturity Date
	(ii)	Optional Redemption Amount(s) of each Note: £1,000 per Calculation Amount
	(iii)	Redeemable in part: Not Applicable
	(iv)	Notice periods: Minimum Period: 15 days Maximum Period: 30 days
19		Ratings Methodology Call: Applicable
	(i)	Special Redemption Price: £1,000 per Calculation Amount
	(ii)	Notice periods: Minimum Period: 15 days Maximum Period: 60 days
	(iii)	Last date for giving notice: As per Condition 6(f)
20		Issuer Clean-up Call: Applicable
	(i)	Clean-up Redemption Price: £1,000 per Calculation Amount
	(ii)	Notice periods: Minimum Period: 15 days

		Maximum Period: 30 days
21	Tax Event redemption:	
	(i) Special Redemption Price:	£1,000 per Calculation Amount
	(ii) Notice periods:	Minimum Period: 15 days Maximum Period: 60 days
22	Capital Disqualification Event redemption:	
	(i) Special Redemption Price:	£1,000 per Calculation Amount
	(ii) Notice periods:	Minimum Period: 15 days Maximum Period: 60 days
23	Final Redemption Amount of each Note:	£1,000 per Calculation Amount
24	Substitution or Variation:	Applicable
	(i) Notice periods:	Minimum Period: 15 days Maximum Period: 60 days

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25	Form of Notes:	Registered Notes: Global Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg
26	New Global Note / held under New Safekeeping Structure:	No
27	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
28	Talons for future Coupons to be attached to Definitive Notes:	No

Signed on behalf of the Issuer:

By:

A handwritten signature in black ink, appearing to read "A.M. Spoker". The signature is written in a cursive style with a large, looped initial "S".

Duly authorised

PART B — OTHER INFORMATION

1	LISTING	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on the Global Exchange Market with effect from on or around the Issue Date.
2	RATINGS	
	Ratings:	The Notes to be issued have been rated: Fitch: BBB+
3	INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER	
		Save as discussed in “ <i>Subscription and Sale</i> ” in the Information Memorandum, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.
4	YIELD	
	Indication of yield:	7.734 per cent. (on an annual basis) 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	
	ISIN Code:	XS2621758635
	Common Code:	262175863
	Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking SA and the relevant identification number(s):	Not Applicable
	Delivery:	Delivery against payment
	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
	Intended to be held in a manner which would allow Eurosystem eligibility:	No.
6	DISTRIBUTION	
	U.S. selling restrictions:	Reg. S Compliance Category 2; TEFRA Not Applicable
	Additional selling restrictions:	Not Applicable
	Method of distribution:	Syndicated
	Names of relevant Dealer(s)/Manager(s):	Barclays Bank PLC BNP Paribas Merrill Lynch International NatWest Markets Plc
	Stabilisation Manager(s) (if any):	NatWest Markets Plc