Prospectus dated 10 October 2023

Bupa Finance plc

(Incorporated with limited liability in England and Wales with Registered no. 02779134, legal entity identifier ZIMCVQHUFZ8GVHENP290)

€500,000,000

5.000 per cent. Notes due 2030

unconditionally and irrevocably guaranteed by

The British United Provident Association Limited

(Incorporated with limited liability in England and Wales with Registered no. 00432511, legal entity identifier 549300T5K5C5DBHXMC67)

Issue price: 99.763 per cent.

The €500,000,000 5.000 per cent. Notes due 2030 (the "Notes") will be issued by Bupa Finance plc (the "Issuer") and unconditionally and irrevocably guaranteed (the "Guarantee") by The British United Provident Association Limited ("Bupa" or the "Guarantor") and will be constituted by a trust deed (as amended or supplemented from time to time, the "Trust Deed") to be dated on or about 12 October 2023 (the "Issue Date") between the Issuer, the Guarantor and the Trustee (as defined in "Terms and Conditions of the Notes" (the "Conditions", and references herein to a numbered "Condition" shall be construed accordingly)).

Application has been made to the United Kingdom ("UK") Financial Conduct Authority (the "FCA") under Part VI of the Financial Services and Markets Act 2000, as amended (the "FSMA") for the Notes to be admitted to the official list of the FCA (the "Official List") and to the London Stock Exchange plc (the "London Stock Exchange") for the Notes to be admitted to trading on the London Stock Exchange's Main Market (the "Market"). References in this prospectus ("Prospectus") to the Notes being "listed" (and all related references) shall mean that the Notes have been admitted to the Official List and have been admitted to trading on the Market. The Market is a regulated market for the purposes of Regulation (EU) No 600/2014 on markets in financial instruments, as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal Act) 2018, as amended (the "EUWA") ("UK MiFIR").

This Prospectus has been approved as a single prospectus by the FCA as competent authority under Regulation (EU) 2017/1129 as it forms part of the domestic law of the UK by virtue of the EUWA (the "UK Prospectus Regulation"). The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as (a) an endorsement of the Issuer or the Guarantor that are the subject of this Prospectus; or (b) an endorsement of the quality of the Notes that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

Interest on the Notes is payable in equal instalments annually in arrear on 12 October. The first payment of interest will be made on 12 October 2024. Payments in respect of the Notes by or on behalf of the Issuer or the Guarantor will be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of the UK or any political subdivision thereof or by any authority therein or thereof having power to tax, unless such withholding or deduction is required by law. In the event that any such withholding or deduction is made in respect of such payments, additional amounts may be payable by the Issuer or the Guarantor, subject to certain exceptions, as more fully described under "Terms and Conditions of the Notes - Taxation".

Unless previously redeemed or purchased and cancelled, the Notes will be redeemed on 12 October 2030 (the "Maturity Date") at their principal amount together with accrued and unpaid interest thereon. In accordance with Condition 5(b), the Issuer may redeem all (but not some only) of the Notes at their principal amount together with accrued and unpaid interest thereon in the event of certain changes affecting taxation. In accordance with Condition 5(c), the Issuer may redeem all (but not some only) of the Notes during the period of three months immediately prior to the Maturity Date at their principal amount together with accrued and unpaid interest thereon. In accordance with Condition 5(d), if, at any time after the Issue Date, 80 per cent. or more of the aggregate principal amount of the Notes originally issued have been purchased by the Issuer (or any of its Subsidiaries (as defined in the Conditions)) and cancelled pursuant to the Conditions, then the Issuer may redeem all (but not some only) of the Notes at their principal amount together with accrued and unpaid interest thereon. In accordance with Condition 5(e), the Issuer may, at any time prior to the date falling three months prior to the Maturity Date, redeem all (and not some only) of the Notes at the Make Whole Redemption Amount (as defined in the Conditions), together with any accrued and unpaid interest to the date of redemption.

The Notes will constitute unsecured obligations (subject to Condition 3) of the Issuer and the Guarantee will constitute unsecured obligations (subject to Condition 3) of the Guarantor. See "Terms and Conditions of the Notes — Guarantee and Status".

The Notes will initially be represented by a temporary global note (the "Temporary Global Note"), in new global note ("NGN") form without interest coupons, which will be deposited with a common safekeeper for Euroclear Bank SA/NV ("Euroclear") and Clearstream Banking S.A. ("Clearstream, Luxembourg") on or about the Issue Date. Interests in the Temporary Global Note will be exchangeable for interests in a permanent global note (the "Permanent Global Note" and, together with the Temporary Global Note, the "Global Notes"), without interest coupons, on or after 21 November 2023, upon certification as to non-U.S. beneficial ownership. Interests in the Permanent Global Note will be exchangeable for definitive notes only in the limited circumstances described under "*Overview of the Notes while in Global Form*". The denominations of the Notes shall be €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000 each.

An investment in the Notes involves certain risks. Prospective investors should have regard to the factors described under the section headed "Risk Factors" in this Prospectus.

The Notes are expected, on issue, to be rated “A3” and “BBB+” by Moody's Investors Service Ltd. ("Moody's") and Fitch Ratings Ltd. ("Fitch"), respectively. Each of Moody's and Fitch is established in the UK and registered under Regulation (EC) No. 1060/2009 as it forms part of part of domestic law of the UK by virtue of the EUWA (the "UK CRA Regulation"). Moody's and Fitch are not established in the European Economic Area ("EEA") and have not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the "EU CRA Regulation"). Accordingly, the ratings issued by Moody's and Fitch have been endorsed by Moody's Deutschland GmbH and Fitch Ratings Ireland Limited respectively in accordance with the EU CRA Regulation and have not been withdrawn. Each of Moody's Deutschland GmbH and Fitch Ratings Ireland Limited is established in the European Union and registered under the EU CRA Regulation. As such, each of Moody’s Deutschland GmbH and Fitch Ratings Ireland Limited is included in the list of credit rating agencies published by the European Securities and Markets Authority ("ESMA") on its website (at http://www.esma.europa.eu/page/List-registered-and-certified-CRAs) in accordance with the EU CRA Regulation. A rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the relevant rating agency.

Joint Lead Managers

Barclays | **BNP PARIBAS** | **HSBC**

BBVA | **Santander Corporate & Investment Banking**

IMPORTANT NOTICES

This Prospectus constitutes a prospectus for the purposes of Article 6 of the UK Prospectus Regulation and contains the necessary information which is material to an investor for making an informed assessment of: (i) the assets and liabilities, profits and losses, financial position, and prospects of the Issuer and the Guarantor; (ii) the rights attaching to the Notes; and (iii) the reasons for the issuance and its impact on the Issuer.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Prospectus and declares that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import.

Any information contained in this Prospectus which has been sourced from a third party has been accurately reproduced and, as far as the Issuer and the Guarantor are aware and are able to ascertain from information published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

This Prospectus is to be read in conjunction with all documents which are incorporated herein by reference (see "*Documents Incorporated by Reference*") and shall be read and construed on the basis that such documents are incorporated in and form part of this Prospectus.

Other than in relation to the documents which are deemed to be incorporated by reference (see "*Documents Incorporated by Reference*"), the information on the websites to which this Prospectus refers does not form part of this Prospectus and has not been scrutinised or approved by the FCA.

No person is or has been authorised to give any information or to make any representation other than those contained in or consistent with this Prospectus in connection with the issue or sale of the Notes and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Issuer, the Guarantor, any of the Joint Lead Managers (as defined in "*Subscription and Sale*") or HSBC Corporate Trustee Company (UK) Limited (the "**Trustee**"). Neither the delivery of this Prospectus nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Guarantor since the date hereof or that there has been no adverse change in the financial position of the Issuer or the Guarantor since the date hereof or that any other information supplied in connection with the Notes is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The Joint Lead Managers and the Trustee have not separately verified the information contained in this Prospectus. Accordingly, neither the Joint Lead Managers nor the Trustee makes any representation, warranty or undertaking, express or implied, or accepts any responsibility or liability, with respect to the accuracy or completeness of any of the information contained or incorporated in this Prospectus or any other information provided by the Issuer or the Guarantor in connection with the offering of the Notes. None of the Joint Lead Managers or the Trustee accepts any liability in relation to the information contained or incorporated by reference in this Prospectus or any other information provided by the Issuer or the Guarantor in connection with the offering of the Notes or their distribution. Neither this Prospectus nor any other information supplied in connection with the offering of the Notes (i) is intended to provide the basis of any credit or other evaluation or (ii) should be considered as a recommendation by any of the Issuer, the Guarantor, the Joint Lead Managers or the Trustee that any recipient of this Prospectus or any other information supplied in connection with the offering of the Notes should purchase the Notes. Each investor contemplating purchasing the

Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer or the Guarantor. Neither this Prospectus nor any other information supplied in connection with the Notes constitutes an offer or invitation by or on behalf of the Issuer, the Guarantor, the Joint Lead Managers or the Trustee to any person to subscribe for or to purchase the Notes.

Neither the delivery of this Prospectus nor the offering, sale or delivery of the Notes shall, under any circumstances, create any implication that the information contained in this Prospectus is correct at any time subsequent to the date hereof or that any other information supplied in connection with the offering of the Notes is correct as of any time subsequent to the date indicated in the document containing the same or that there has been no change in the affairs of the Issuer or the Guarantor since the date of this Prospectus or that there has been no adverse change in the financial position of the Issuer or the Guarantor since the date of this Prospectus. None of the Joint Lead Managers or the Trustee undertakes to review the financial condition or affairs of the Issuer or the Guarantor during the life of the Notes nor to advise any investor or potential investor in the Notes of any information coming to their attention.

In the ordinary course of business, each of the Joint Lead Managers has engaged and may in the future engage in normal banking or investment banking transactions with the Issuer, the Guarantor and their affiliates or any of them.

OFFER RESTRICTIONS

Neither this Prospectus nor any other information provided by the Issuer or the Guarantor in connection with the offering of the Notes constitutes an offer of, or an invitation by or on behalf of, the Issuer or the Guarantor or the Joint Lead Managers or the Trustee or any of them to subscribe for, or purchase, any of the Notes (see "*Subscription and Sale*"). This Prospectus does not constitute an offer to sell to, or the solicitation of an offer to buy the Notes in any jurisdiction from, any person to or from whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale of Notes may be restricted by law in certain jurisdictions. The Issuer, the Guarantor, the Trustee and the Joint Lead Managers do not represent that this Prospectus may be lawfully distributed, or that the Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer, the Guarantor, the Trustee or the Joint Lead Managers or any of them which is intended to permit a public offering of the Notes or the distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Notes may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Notes. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Notes in the United States (the "**U.S.**") and the UK. Persons in receipt of this Prospectus are required by the Issuer, the Guarantor, the Trustee and the Joint Lead Managers to inform themselves about and to observe any such restrictions. For a description of certain further restrictions on offers and sales of Notes and distribution of this Prospectus, see "*Subscription and Sale*".

Neither the Notes nor the Guarantee have been, nor will they be, registered under the United States Securities Act of 1993, as amended (the "**Securities Act**"). The Notes are being offered and sold outside the U.S. by the Joint Lead Managers in accordance with Regulation S and may not be offered, sold or delivered within the U.S. or to, or for the account or benefit of, U.S. persons, as defined in Regulation S except pursuant to an exemption from the registration requirements of the Securities Act. The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the U.S. or its possessions or to a U.S. person (as defined in the United States Internal Revenue Code of 1986, as amended, and U.S. Treasury regulations thereunder), except in certain transactions permitted by U.S. Treasury regulations.. For a description of certain restrictions on offers and sales of Notes and on distribution of this Prospectus, see "*Subscription and Sale*".

MiFID II 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); 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 MiFID II 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. For the avoidance of doubt, references in this paragraph to "manufacturer" do not refer to the Issuer or to the Guarantor, who are not subject to MiFID II.

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, and professional clients, as defined in UK MiFIR; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any 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.

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 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 MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), 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 (the "**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 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 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 EUWA; or (ii) a customer within the meaning of the provisions of 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 UK MiFIR. 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.

In this Prospectus, unless a contrary intention appears, a reference to a law or a provision of law is a reference to that law or provision as extended, amended or re-enacted.

PRODUCT CLASSIFICATION PURSUANT TO SECTION 309B OF THE SECURITIES AND FUTURES ACT 2001 (2020 REVISED EDITION) OF SINGAPORE – Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the "**SFA**") – all Notes shall be prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore) 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 Recommendations on Investment Products).

SUITABILITY OF INVESTMENT

The Notes may not be a suitable investment for all investors. Each potential investor in the Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor may wish to consider, either on its own or with the help of its financial and other professional advisers, whether it:

(I) has sufficient knowledge and experience to make a meaningful evaluation of the Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Prospectus or any applicable supplement;

(II) has access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;

(III) has sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including Notes where the currency for principal or interest payments is different from the potential investor's currency;

(IV) understands thoroughly the terms of the Notes and is familiar with the behaviour of financial markets; and

(V) is able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Notes are legal investments for it, (2) the Notes can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of the Notes. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Notes under any applicable risk-based capital or similar rules.

The Global Notes (as defined in "*Overview of the Notes while in Global Form*") are intended to be held in a manner which would allow Eurosystem eligibility. This means only that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that all the Eurosystem eligibility criteria have been met.

PRESENTATION OF INFORMATION

In this Prospectus, unless otherwise specified, all references to:

"**HY**" are to half year and "**FY**" are to full year;

"**sterling**", and "**£**" are to the lawful currency of the UK;

"**A$**" are to the lawful currency of Australia; and

"**Euro**" and "**€**" are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended.

FORWARD-LOOKING STATEMENTS

This Prospectus and the information incorporated by reference in this Prospectus include certain "forward-looking statements". Forward-looking statements often use words such as "*intend*", "*aim*", "*project*", "*anticipate*", "*estimate*" "*plan*", "*believe*", "*expect*", "*forecasts*", "*may*", "*could*", "should", "will", "continue" or other words of similar meaning. Statements that are not historical facts, including statements about the beliefs and expectations of the Issuer, the Guarantor and their subsidiaries (the "**Group**") and the Issuer's or the Guarantor's directors or management are forward-looking statements. In particular, but not exclusively, these may relate to the Issuer's, the Guarantor's or the Group's plans, current goals and expectations relating to future financial condition, performance and results. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend upon future circumstances that may or may not occur, many of which are beyond the control of the Issuer, the Guarantor or the Group and all of which are based on their current beliefs and expectations about future events. These circumstances include, among others, global economic and business conditions, market-related risks such as fluctuations in interest rates and exchange rates, the policies and actions of governmental and regulatory authorities, risks arising out of health crises and pandemics, the impact of competition, the timing, impact and other uncertainties of future mergers or combinations within relevant industries. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual future condition, results, performance or achievements of the Issuer, the Guarantor or the Group or its industry to be materially different to those expressed or implied by such forward-looking statements. Investors should not place reliance on, and are cautioned about relying on, any forward-looking statements.

Except as required by the FCA, the London Stock Exchange, the Listing Rules, the Prospectus Rules, the Disclosure Guidance and Transparency Rules or any other applicable law or regulation, each of the Issuer and the Guarantor expressly disclaims any obligations or undertakings to release publicly any updates or revisions to any forward-looking statements contained in this Prospectus or incorporated by reference into this Prospectus to reflect any change in the expectations of the Issuer or the Guarantor with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Forward-looking statements in this Prospectus are current only as of the date on which such statements are made. No statement in this Prospectus is intended to be a profit forecast.

STABILISATION

IN CONNECTION WITH THE ISSUE OF THE NOTES, HSBC BANK PLC (THE "**STABILISATION MANAGER**") (OR ANY PERSON ACTING ON BEHALF OF THE STABILISATION MANAGER) MAY OVER-ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, STABILISATION MAY NOT NECESSARILY OCCUR. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE NOTES IS MADE AND, IF BEGUN, MAY CEASE AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE DATE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES. ANY STABILISATION ACTION OR OVER-ALLOTMENT MUST BE CONDUCTED BY THE STABILISATION MANAGER (OR ANY PERSON(S) ACTING ON BEHALF OF THE STABILISATION MANAGER) IN ACCORDANCE WITH ALL APPLICABLE LAWS AND RULES.

ALTERNATIVE PERFORMANCE MEASURES

Certain alternative performance measures ("**APMs**") as described in the ESMA Guidelines on Alternative Performance Measures are included or referred to in this Prospectus (including in the documents incorporated by reference). APMs are non-GAAP measures used by the Issuer and its consolidated subsidiaries within its financial publications to supplement disclosures prepared in accordance with other applicable regulations such as International Financial Reporting Standards ("**IFRS**"). The Issuer considers that these measures provide useful information to enhance the understanding of financial performance. The APMs should be viewed as complementary to, rather than a substitute for, the figures determined according to other regulatory measures. The measurement basis for underlying profit, one of the Group's APMs, has been updated in 2023 to maintain consistency with the metric used internally for managing the business. An updated explanation of this metric can be found on pages 38 – 39 of the unaudited consolidated half year financial results of the Issuer as of and for six months ended 30 June 2023 and pages 39 – 40 of the unaudited consolidated half year financial results of the Guarantor as of and for the six months ended 30 June 2023. The underlying profits for comparative periods have been restated under the updated measurement basis and a reconciliation is included between the previous and updated measurement bases.

An explanation of each APM's components and calculation method, based on the previous measurement basis, can be found on page 62 of the audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2021, pages 68 – 69 of the audited consolidated financial statements of the Issuer as of and for the year ended 31 December 2022, pages 133 – 134 of the annual report and accounts of the Guarantor for the year ended 31 December 2021 and page 133 of the annual report and accounts of the Guarantor for the year ended 31 December 2022, each as incorporated by reference into this Prospectus.

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DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus should be read and construed in conjunction with the following documents (or sections of such documents) which have been previously published or are published simultaneously with this Prospectus and which have been approved by the FCA or filed with it:

1. the audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2021 (including the audit report thereon and the notes thereto) (the "**Issuer 2021 Financial Statements**") available at https://www.bupa.com/~/media/Files/B/Bupa/documents/financials/results-centre/bupa-finance-plc-fy2021.pdf;

2. the audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2022 (including the audit report thereon and the notes thereto) (the "**Issuer 2022 Financial Statements**") available at https://www.bupa.com/~/media/Files/B/Bupa/documents/financials/results-centre/2022/Bupa-Finance-plc-financial-statements-for-end-year-2022.pdf;

3. the unaudited consolidated half year financial results of the Issuer for the six months ended 30 June 2023 (including unaudited comparative periods for the six months ended 30 June 2022) (the "**Issuer Half Year Financial Results**"), available at https://www.bupa.com/~/media/Files/B/Bupa-V4/documents/financials/results-centre/2023/Bupa-Finance-results-and-financial-statements-HY2023.pdf;

4. the unaudited consolidated half year financial results of the Guarantor for the six months ended 30 June 2023 (including unaudited comparative periods for the six months ended 30 June 2022) (the "**Guarantor Half Year Financial Results**"), available at https://www.bupa.com/~/media/Files/B/Bupa-V4/documents/financials/results-centre/2023/Bupa-Group-results-and-financial-statements-HY2023.pdf;

5. the annual report and accounts of the Guarantor for the year ended 31 December 2021, including the audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2021 (the "**Guarantor 2021 Annual Report**") (including the audit report thereon and the notes thereto) available at https://www.bupa.com/~/media/Files/B/Bupa/documents/annual-report-2021/bupa-ar21-interactive-210317.pdf;

6. the annual report and accounts of the Guarantor for the year ended 31 December 2022, including the audited consolidated annual financial statements of the Issuer as of and for the year ended 31 December 2022 (the "**Guarantor 2022 Annual Report**") (including the audit report thereon and the notes thereto) available at: https://www.bupa.com/~/media/Files/B/Bupa/documents/annual-report-2022/Bupa-Ltd-Annual-Report-2022.pdf; and

7. the Solvency and Financial Condition Report of the Group for the year ended 31 December 2022 (the "**Group Solvency and Financial Condition Report**") available at https://www.bupa.com/~/media/Files/B/Bupa/documents/financials/regulatory-reports/2022/Bupa-Group-Solvency-and-Financial-Condition-Report-31-December-2022.pdf

The documents referred to above shall be incorporated in, and form part of this Prospectus, save that any statement contained in a document which is incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not, except as so modified or superseded, constitute a part of this Prospectus.

Following the publication of this Prospectus a supplement may be prepared by the Issuer and approved by the FCA in accordance with Article 23(1) of the UK Prospectus Regulation. Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any statement so modified or superseded shall not, except as so modified or superseded, constitute part of this Prospectus.

The Issuer will, in the event of any significant new factor, material mistake or material inaccuracy relating to information included in this Prospectus prior to the issue date which is capable of affecting the assessment of the Notes, prepare a supplement to this Prospectus.

Copies of documents incorporated by reference in this Prospectus can be obtained from the registered office of the Issuer and from the specified office of the Principal Paying Agent for the time being in London. Copies of documents incorporated by reference in this Prospectus are also available for viewing on the website of the Issuer at https://www.bupa.com/financials/results-centre.

Any documents themselves incorporated by reference in the documents incorporated by reference in this Prospectus shall not form part of this Prospectus. Unless expressly provided otherwise, the content of the websites referred to in this Prospectus do not form part of this Prospectus.

RISK FACTORS

The Issuer and the Guarantor believe that the following factors may affect their ability to fulfil their respective obligations under the Notes.

In addition, risk factors which are specific to the Notes and factors which the Issuer and the Guarantor believe may be material for the purpose of assessing the market risks associated with Notes issued under the Prospectus are described below.

The Issuer and the Guarantor believe that the factors described below represent the principal risks inherent in investing in the Notes, but the inability of the Issuer or the Guarantor to pay interest, principal or other amounts on or in connection with any Notes may occur for other reasons and neither the Issuer nor the Guarantor represents that the statements below regarding the risks of holding any Notes are exhaustive. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision.

Risks expressed as affecting the Group should, unless otherwise indicated, be taken to affect the Issuer and the Guarantor.

Factors that may affect the Issuer's or the Guarantor's ability to fulfil their obligations under the Notes and the Guarantee

1. Risks related to business activities and industry

Insurance risk

The Group's insurance businesses face the risk that unexpected variations in the frequency, size or timing of claims will lead to reductions in financial returns. The Group is exposed to a number of factors affecting its insurance risk. These include macroeconomic trends, increases in medical inflation, shifts in demographics, changes in population health, developments in healthcare delivery and technology, and statistical fluctuations.

The Group manages these risks by the use of advanced analytic models for pricing products, and pricing controls on underwriting and claims settlement, policy clarity and contract certainty, internal and external actuarial reviews and, in very select circumstances, the use of reinsurance to transfer risk. The Group's insurance business is primarily for short-term medical costs, enabling regular re-pricing in the event of changes in claims trends. However, there can be no assurance that the insurance risks which the Group faces will not materialise.

Failure to anticipate changes in the factors affecting its insurance risk, failure to appropriately price insurance products or failure to rectify deficiencies in the assumptions or actuarial models employed by the Group could mean that the claims experience is less favourable than the Group's underlying assumptions, which could lead to a shortfall in technical reserves against actual claims costs, which could in turn adversely affect the Group's cash flow, profitability and financial position.

Provider and medical claims costs

The Group's insurance customers benefit from services procured from a wide range of providers including hospitals and consultants. In the face of inflationary pressures, there is a risk that increasing provider charges will lead to substantial increases in premium rates and customer dissatisfaction, which could result in a loss of customers which could in turn adversely impact the Group's revenue and profitability.

The Group's policy is to work with its providers to maintain and improve quality while containing the cost of procuring medical services. This includes, where possible, the use of contracts, preferred supplier arrangements and case management techniques. While the Group seeks to mitigate the risks of rising costs, there can be no assurance that inflationary pressures will ease, that the mitigating steps taken by the Group will be effective, or that rising costs will not result in a loss of customers which could in turn adversely impact the Group's revenue and profitability.

Competition and customer expectations risk

Private medical insurance and care provision markets are increasingly competitive and there are many factors which affect the Group's ability to sell products ahead of its competitors. These include price, financial strength, credit ratings, range of products, changing customer expectations and requirements, product quality, brand strength and brand recognition. In some of the Group's markets, the Group faces competitors that are larger, have greater financial resources or a greater market share, offer a broader range of products or have higher claims-paying ratios. Effective competition among healthcare providers is an essential mechanism for controlling price inflation. The Group keeps its competitive position in each of its markets under continuous scrutiny and regularly reviews strategic and tactical objectives. The Board and senior management monitor performance via key indicators such as trend data, customer satisfaction results and monthly financial results. The Group regularly reviews and updates its strategy to ensure that its products and services remain relevant to customers' evolving needs and expectations, particularly in relation to accessibility and value.

Any failure by the Group to offer competitive products in terms of price or perceived value or any greater success or perceived success of the Group's competitors in competing effectively could adversely affect the Group's competitive position and could result in a loss of revenue and an adverse effect on the Group's results of operations.

2. Legal and regulatory risk

Political risk

Healthcare policy and the role of the private sector in the Group's key markets is subject to ongoing review by governmental authorities and to changes as a result of political decisions. Increased geopolitical volatility and a shift towards more nationalistic policies may adversely affect demand for the Group's products and impact its supply chains. There is a risk that changes such as reduced or reprioritised public spending on private sector healthcare may have adverse consequences for the Group's business, results of operations and financial condition. The Group also operates in some emerging markets where there is the risk that political changes may be more frequent and may have a more profound effect on the Group.

In Australia and Chile, the government must approve premium increases before any such premium increase comes into effect. Restricted premium increases and delays in the approval of premium increases may have an adverse effect on the Group's results of operations.

One of the Group's businesses in Chile, the Isapre insurance business operated through Isapre Cruz Blanca S.A. ("**Cruz Blanca**"), has been negatively impacted by judicial and regulatory action. The Isapre sector is unique to Chile in that, despite being privately-owned companies, Isapres form part of the wider social security system through which Chilean citizens can access either public health insurance (Fonasa) or private health insurance (Isapre). Pricing for Isapre contracts is determined under Chilean legislation by reference to a base price (dependant on the benefits and coverage provided), a risk factor table, a Garantias Explicitas en Salud ("**GES**") price (a flat rate covering a list of diseases) and rates in respect of any additional coverage requested by the policyholder. The Chilean Supreme Court has significantly shifted its interpretation of Isapre pricing in recent years, with the cumulative effect of restricting the previously permitted, and generally accepted, pricing/rate-setting approach. In December 2022, the Chilean Supreme Court issued a ruling (the "**2022 ruling**") which requires all Isapres to use an alternative statutory risk factor table with retrospective effect – meaning product coverage is not matched by the ability to increase rates to reflect the cost of such coverage. The potential short- and long-term implications of the 2022 ruling are highly uncertain, and the relevant regulator has until November 2023 (extended from May 2023) to implement it. This deadline may be extended further.

The method of implementation of the statutory risk factor table following the 2022 ruling remains unclear. In May 2023, the Chilean government proposed a new draft law to address the uncertainty, which is going through the legislative process and remains subject to debate and amendment and which could still be rejected. As part of this process, the local regulator, the Superintendent of Health (the "**SIS**"), issued a draft methodology to illustrate the potential application of the new draft law. In summary terms, for the period from May 2020 to November 2022 this showed a negative financial impact of the draft law on the Isapre sector of CLP 929bn (£913m) and on Cruz Blanca of CLP 233bn (£229m). The negative financial impact as calculated using the SIS methodology will become more significant as time passes. However, this calculation was shared for illustrative purposes only – it is not binding and may be revised. As at the date of this Prospectus the draft law is being discussed by the Chilean Senate's Health Committee.

Given the continuing uncertainty, Cruz Blanca is unable to reliably estimate the value of any future retrospective payments and, therefore, no IFRS provision has been recognised as at 30 June 2023. There are a wide range of possible outcomes regarding the implementation of the draft law and resulting liabilities. However, in contrast to the requirements of IFRS, under UK Solvency II, the Group is required to include a value for contingent liabilities, even if the amount of the obligation cannot be measured with sufficient reliability. The Group has included an allowance of £160 million (FY 2022: £100 million) for this contingent liability for retrospective payments within the UK Solvency II regulatory balance sheet. As previously stated, the final impact is likely to differ materially from this value. This is a calculation for UK Solvency II purposes only and not a pre-estimate of all actual or potential losses relating to Cruz Blanca. Any retrospective payments finally determined to be due in respect of historic policies as a result of this ruling would be liabilities for Cruz Blanca, and could result in material ongoing losses within the Cruz Blanca business.

With respect to the GES component of Isapre contract pricing, the relevant regulator approved GES pricing increases, with effect from October 2022. This approval was subject to further Chilean Supreme Court action, brought by Isapre customers. On 10 August 2023, following the publication of the Issuer Half Year Financial Results and the Guarantor Half Year Financial Results, the Chilean Supreme Court handed down its judgement in respect of all Isapres and overturned the increased GES prices that have been applied since October 2022. Implementing this would create a prospective impact of approximately £90 million per year. It is not yet clear whether the GES judgement will be applied retrospectively (that is, to completely reverse the GES price increase for all customers with effect from October 2022) and what the mechanism would be for making such payments or applying other adjustments for customers. If the GES price increase was completely reversed with effect from October 2022, this could have a retrospective impact of approximately £90m as at October 2023, (in addition to the prospective impact).

There has been a shift over a number of years which has severely limited Cruz Blanca's ability to properly price to cover risk, medical inflation, and medical coverage. The Group continues to monitor the long-term viability of Cruz Blanca.

As part of its strategic planning process, the Group regularly considers the impact of possible political changes on its business model. The Group seeks to maintain a constructive dialogue with government officials in its main areas of operation, promoting the benefits of high-quality private healthcare alongside public provision. Although the Group's operations are geographically diversified, there can be no assurance that there will not be a change in healthcare policy in any of the markets in which the Group operates. Such changes could mean that the Group may have to withdraw from certain markets, which may result in a reduction in customer numbers and, as a result, a reduction in the Group's revenues.

Regulatory policy risk

The Group operates in a highly regulated business environment. The Group serves customers in a number of countries and the Group is required to comply with differing regulations across its businesses which are enforced by a variety of governments, regulators and supervisory authorities. Any perceived or actual failure to comply with regulatory requirements could result in enforcement action, financial penalties and/or reputational damage. The Group is subject to the consolidated prudential supervision of the Prudential Regulation Authority (the "**PRA**"), and its UK business is regulated by the FCA. Outside the UK, the Group's businesses are supervised by local regulators in the jurisdictions in which they operate. The Group seeks to operate to the highest regulatory standards and to maintain an awareness of and, where possible, anticipate regulatory change.

However, the Group is unable to predict the content of new legislation, regulations, rules or guidance, or changes to the interpretation of existing legislation, and the Group could therefore be affected by changes in financial, taxation, clinical, medical or health and safety regulations in a number of countries. Changes in, or to the interpretation of, legislation, regulations, rules or guidance could affect the way the Group carries out business and in certain cases might increase the Group's costs or reduce the Group's revenues. It could also impact on the insolvency reorganisation or resolution tools available in respect of companies within the Group (as referred to further below). Any new legislation, regulations, rules or guidance or increases in costs or reductions in revenues could adversely impact the Group's product range, distribution channels, access to markets and results of operations and could increase the capital financing requirements of the Group.

The Group also provides services to governments and is therefore also exposed to potential government actions from a customer perspective which could have an adverse impact on performance.

IFRS 17

The Group's consolidated financial statements are prepared in accordance with UK-adopted IFRS. The IFRS 17 standard was issued in May 2017 as a replacement for IFRS 4, with effect for annual accounting periods beginning on or after 1 January 2023. In applying the new standard, the Group has applied the simplified Premium Allocation Approach which led to revenue recognition that is consistent with that used under IFRS 4. The Group's net assets at transition on 1 January 2022 were reduced by £56 million. This is due to the derecognition of deferred acquisition costs assets and the recognition of the loss component on onerous contracts, offset by the derecognition of both deferred claims liabilities and the premium deferral provision in the Australian insurance business, as these are not included under IFRS 17. The absence of the provisions in Australia related to the coronavirus

("**COVID-19**") pandemic has led to significant fluctuations in the Group's reported profits as at 30 June 2023 and the restated IFRS 17 profits as at 31 December 2022 and at 30 June 2022.

IFRS 17 has affected the timing of recognition of profits arising from insurance contracts. Although it does not impact the overall economics of the Group's business or strategy, it changes the presentation of the Group's results.

In the short term, it may take time for investors, rating agencies and other stakeholders to gain familiarity with the new standard and to interpret the Group's business performance and dynamics as reported under IFRS 17, and in particular to understand the comparisons with previous financial periods.

Apart from IFRS 17, any other changes or modification of IFRS accounting policies may also result in a change in the way in which future results will be determined and/or may require a retrospective adjustment of previously reported results to ensure consistency, which could have an adverse effect on the Group's financial condition and results of operations.

3. Risks related to economic and financial conditions

Property risk

The Group has a significant property portfolio, much of which is primarily connected to its aged care businesses. The Group generally seeks to own rather than rent aged care properties, which reduces the cost of lease commitments across the Group but leaves the Group exposed to falls in property values. The Group manages this risk by factoring property risk into any acquisition appraisal. In addition, the broad geographic spread of the Group's business means that its property risk is spread across a variety of property markets and trading conditions. Care home valuations are based on their trading potential which is based on discounted cashflow techniques and the properties are subject to external valuations at least tri-annually with management valuations in the intervening years. However, devaluations of the Group's property portfolio could, in turn, have an adverse effect on the Group's financial condition and results of operations.

Exchange rate risk

The Group is exposed to exchange rate risk as a consequence of its trading and operating activities in different countries. The Group is exposed to the risk of losses arising from adverse and/or volatile movements in exchange rates, in particular the Australian dollar and Euro to sterling exchange rate. Indeed, the effect of exchange rate fluctuations on local operating results could lead to significant fluctuations in the results reported in the Group's consolidated financial statements upon translation of the Group's results into sterling. Although the Group takes certain actions to address this risk, foreign currency exchange rate fluctuation could materially adversely affect the Group's reported results due to unhedged positions or the failure of hedges to effectively offset the impact of the foreign currency exchange rate fluctuation. If the Group were to suffer substantial losses due to exchange rate volatility, it may adversely affect the Group's solvency capital ratios, results of operations and financial condition. The Group is also exposed to transactional exposures which arise as a result of differences between the currency of local revenues and claims, typically in the case of international private medical insurance. These exposures are not material but are kept under review by management.

Economic market conditions

Challenging economic conditions increase the risks faced by the Group. Rising inflation, increasing interest rates, credit rating reductions for investment counterparties and reduced growth in the markets in which the Group's public sector and private sector customers are based exposes the Group to the risks of reduced results of operations and increased financial counterparty risk.

There is a risk that the recent increases in inflation (since mid-2021) due to supply chain issues, labour shortages and rising energy costs will persist, increasing the risk that more abrupt central bank monetary policy, in the form of raising interest rates, will be necessary. The Russia-Ukraine conflict and its impact on the supply of energy and other critical commodities could continue to contribute towards persisting high levels of inflation. A prolonged period of rising inflation may develop into slow or stagnant economic growth if combined with slowing economic expansion and elevated unemployment. Heightened inflation, particularly in the UK, is likely to impact the Group's businesses in a variety of ways, including, increased costs for the Group, higher interest rates impacting households' disposable income, reduced personal expenditure and affordability issues and changes in government funding levels.

Factors such as consumer spending, business investment, government spending, the volatility and strength of both debt and equity markets, and inflation all affect the business and economic environment in which the Group operates and, ultimately, the revenues and profitability of the Group's business.

In an economic downturn, the demand for the Group's insurance products could be adversely affected. The Group's individual and corporate policyholders may choose to defer paying insurance premiums or stop paying insurance premiums altogether. These adverse changes in the economy could negatively affect the revenues of the Group and could have a material adverse effect on the Group's business, results of operations and financial condition and are likely to compound the existing affordability challenges in health insurance, driven by high medical and wage inflation as premiums rise.

The Group seeks to minimise the impact of external economic events through the diversified nature of its operations. The Group's governance structures and policies seek to protect the business from excessive exposure to specific external risks while seeking to achieve growth targets. Management teams are responsible for considering the potential impact of macroeconomic events in terms of impacts on their business plans, including the use of stress testing to consider potential consequences of specific events. However, there can be no assurance that the Group's operations are effectively diversified against the risk of global economic stagnation or downturn, any deterioration in economic conditions or any continuation of challenging economic conditions.

While the Group does not have businesses in either Russia or Ukraine, the global macroeconomic risks and human consequences of the conflict are uncertain and the Group will continue to monitor any potential impacts on its businesses.

Investment risk

The Board sets the overall investment framework under which the business units operate local investment committees. Local level investment committees are in place in the key regulated insurance businesses within the Group and set investment strategy within the Group's approved framework. The Group Treasury department in London supports the business units with investment activities.

The majority of the Group's financial investments are currently held in cash and cash like instruments with highly rated credit institutions. Counterparty limits are set to avoid excessive exposure to a single counterparty and ensure that assets are properly diversified. Where possible, deposits are not placed with institutions rated less than A/A2 by any two of the three main international credit rating agencies.

The investment income earned on these assets is exposed to interest rate movements at reinvestment.

The Group also holds a return-seeking asset portfolio, primarily in the UK and Australia, which is exposed to market pricing volatility. The portfolio is managed within a risk budget framework, which measures risk using Value at Risk methodology. At times of market stress or dislocation, the investment techniques employed may become less effective in mitigating adverse investment performance. The Group reviews its appetite for investment risk from time to time and the portfolio may differ materially over time.

Failure to manage financial investments, restricted financial assets and cash and cash equivalents (valued in total at £5,681 million at 30 June 2023) effectively could result in financial losses or lead to returns that are not competitive, which may result in the Group having to find alternative sources of capital, and which would also have an adverse impact on the Group’s business, results of operations and financial condition.

Liquidity risks

The Group needs to maintain good access to a variety of funding sources to ensure that short-term and long-term liquidity is maintained to support current operations and future growth. The Group’s principal sources of funding are debt financing and retained earnings.

The Group supports its current operations and future growth from a combination of internally generated profits and externally raised debt. To ensure appropriate diversification of funding risk, the Group has accessed a variety of debt capital markets to support its growth. These currently include the bank debt market and the senior and subordinated (hybrid) bond market.

The Group is committed to maintaining an appropriate investment grade credit rating with major credit rating agencies and closely targets key financial ratios, such as gearing and interest cover. Any inadequacy of the Group’s funding policies, failure to maintain such an investment grade credit rating and reduced availability of funding sources could lead to increased funding costs or to the inability of the Group to refinance its borrowings, any of which could adversely affect the Group’s liquidity and financial flexibility, which, given the Group’s reliance on debt financing and retained earnings for its funding requirements, could adversely affect the Group’s business, results of operations and financial condition.

Pension funding risk

Bupa has significant defined benefit pension obligations relating to its UK business. Estimates of the amount and timing of any future funding requirements for the schemes are based on actuarial assumptions and other factors, including the actual and projected market performance of the scheme assets, future long-term bond yields, average life expectancies and relevant legal requirements.

Actual performance of scheme assets may be affected by volatility in debt and equity markets. Bupa’s UK defined benefit pension scheme is closed to new entrants and future accruals, however, changes to these actuarial assumptions and other factors may require the Group to make additional contributions to its pension scheme. In the event that a significant funding deficit were to arise, the funding position would need to be discussed with the pension scheme trustees to agree appropriate actions, which may include a plan to fund any such deficit over a number of years. A requirement to make significant additional funding contributions could adversely affect the Group’s business, results of operations and financial condition.

Capital and solvency risk

The Group must comply with the provisions of the UK Solvency II legislation, as amended from time to time. The UK legislation originally derived from the EU regime that came into force in the UK in 2016 and was onshored as a UK domestic regime forming part of retained EU law since 31 December 2020. The UK Solvency II regime requires the Group to hold sufficient eligible own funds to cover its Solvency Capital Requirement ("**SCR**") which takes account of all the risks in the Group, including those related to non-insurance risk. The Group's SCR is calculated in accordance with the Standard Formula specified in the UK Solvency II legislation. The Group has obtained approval from the regulators to substitute the insurance premium risk parameter in the formula with a Group Specific Parameter which reflects the Group's own loss experience and the fact that the Group's size, experience and geographic diversification reduces the level of premium risk.

The Group as a whole, as well as individual insurance entities within the Group, seek to maintain a prudent capital surplus over and above the applicable regulatory capital requirements. The level of target surplus is regularly reviewed by the Board as part of its assessment of its capital risk appetite and in light of regulatory changes and the effect on ongoing business activities.

A failure by the Group to comply with the measures required by UK Solvency II in a timely manner could lead to regulatory action and could have a material adverse effect on the Group and the Group's business, results of operations and financial condition.

In June 2020, the UK government announced that it would undertake a review of the UK Solvency II regime. The PRA is working closely with the UK government as it undertakes its review, and on 29 June 2023, the PRA published 'CP12/23 – Review of Solvency II: Adapting to the UK insurance market' which sets out the PRA's proposals to deliver reforms for UK Solvency II. A further consultation is expected in September 2023.

It is possible that the Group's capital requirements may increase as a result of changes to UK Solvency II or other related legislation, regulatory rules or their interpretation, which may affect the Group's business, results of operations and its ability to execute strategic business decisions.

There have also been changes in the UK to the legislation regarding the insolvency proceedings available in respect of UK insurance companies. HM Treasury ("**HMT**") has proposed that a resolution regime should be introduced for systematically important insurance companies in the UK. These changes are discussed in further detail below.

4. Social and environmental risks

Pandemics

As the Group is a major health and care provider, potential pandemics could have a significant impact on the Group's operations. A pandemic could present the Group's aged care facilities, hospitals and dental clinics with operational difficulties in maintaining an adequate staffing profile and protecting residents and patients, in addition to disrupting normal business activities across the organisation. Government restrictions and regulations to restrict business operations to reduce the spread of a pandemic may also have a significant impact on revenue and profitability of some of the Group's businesses. Future pandemics could lead to a reduction in insurance claims in the short term, as customers are unable or unwilling to access healthcare. Both of these situations arose in certain of the Group's markets during the COVID-19 pandemic. However, associated with this is the risk that governments or regulators require or expect insurers to refund premiums for periods where healthcare insurance products could not be fully used. Pandemics could also have longer term impacts on health, which could impact the Group beyond the duration of the pandemic itself.

Although each business has business continuity plans to mitigate as far as possible the impact of events, there can be no assurance that a pandemic would not have any adverse impact on the Group's business, reputation, results of operations and financial condition.

Severe pandemics, such as COVID-19, could have a significant global economic impact and result in changes in societal behaviours, government priorities and consumer spending patterns which could in turn affect the Group's business, results of operations and financial condition. As a result, in such circumstances the business, results of operations, corporate reputation and financial condition of the Group could be adversely impacted.

Climate change

Climate change is a key area of focus for the Group and is a core pillar of its 3x6 strategy (see below section titled '*Business Description*'). The Group has identified several environmental risks including reputational and regulatory compliance risk (short term), acute and chronic physical risk impacting its property portfolio and aged care businesses (medium to long term), and transition risk impacts in the wider economy impacting affordability of its products and services (medium to long term). The impact of climate change upon human health makes it likely that in the long term, climate change will impact the health of those that the Group insures, and although the Group expects this to be gradual and emerge over the very long term, it will require consideration within the Group's pricing. In the short term, it is not expected that climate change will materially impact the Group's property assets or investment and insurance risk. However, the Group may be affected by the risks resulting from the transition to a lower carbon economy which may negatively impact the ability of customers to afford its products and could result in lower Group revenues. Furthermore, it may result in increased operational costs which would adversely affect the Group's performance.

Climate change may increase the frequency and severity of weather events which may increasingly cause operational disruption and could compromise the Group's ability to deliver products and services safely to customers, patients, residents and employees.

Reputational Risks

The Group's results are, to a certain extent, susceptible to its brand and reputation. Consumers are placing increased importance on the reputation of companies and considering whether their business is conducted in a sustainable and ethical manner. These considerations affect consumers' choices and can be exaggerated in periods of greater economic pressure on consumer spending.

The Group is exposed to the risk that litigation, employee misconduct, operational failures, insufficient standards of care, the outcome of regulatory investigations, press speculation and negative publicity, accidental disclosure of confidential client information, data breaches, inadequate services, which, whether true or not, could impact the Group's brand or reputation.

The Group has an established incident management framework and a corporate affairs function across all market units and at Group level to ensure that incident responses are appropriate and minimise potential reputational damage. However, there can be no assurance that these risks will not materialise and have a harmful effect on the Group's reputation and in turn, adversely affect the Group's business, results of operations and financial condition.

There is also an increase in stakeholder expectations across all environmental, social and governance ("**ESG**") related areas, including climate change. The Group launched a sustainability strategy in 2022 focused on management of sustainability and ESG risks, together with building a healthier future for people and the planet, thereby ensuring that the Group takes a more proactive approach to ensuring it conducts its activities in a responsible way. However, there is a risk of reputational damage as a result of not taking sufficient action to meet stakeholder expectations or Group commitments which could adversely affect the Group's business, reputation, results of operations and financial condition. The cost of achieving future ambitions in the Group's sustainability strategy may also increase, which could adversely impact the Group's performance.

5. Internal control risks

Business continuity and resilience risk

The geographic diversification of the Group's operations significantly increases its exposure to business disruption, natural disasters and other catastrophic events, which could affect the continuity of the Group's business. Pandemics, natural disasters, terrorism and fires could disrupt operations and result in significant loss of property, key personnel and information about the Group and its customers.

Each Bupa Business Unit has detailed Business Continuity Plans. These plans include response plans for specific incidents, such as pandemics or significant events, and are tested on a regular basis and were successfully implemented across the Group during the COVID-19 pandemic. However, the failure of the Group's business continuity plans to anticipate and address events which pose risks to the continuity of the Group's business could lead to disruption of the Group's business for a substantial period of time. This could have a material adverse effect on the Group's results of operations in any period and, depending on the severity, could also materially and adversely affect the Group's financial condition.

Leadership and people

As the Group changes and grows, its success depends on its ability to attract, motivate and retain highly skilled management and other personnel, particularly those who operate in technical and professional areas of the Group's business. The current global shortage of health care staff and dentists has a negative impact across the Group's provision businesses. The Board views the development and training of the Group's personnel, and the recruitment of experienced individuals from outside the Group, as central to the Group's future success. Certain key members of the Group's personnel are required to be approved by relevant regulators and must be fit and proper to perform their functions. If such persons ceased to be fit and proper they would not be able to perform their functions within the Group and any finding that such persons had ceased to be fit and proper could result in adverse publicity for the Group and damage to the Group's reputation. Further, in the event that such persons left the Group and suitable replacements could not be found, this could impact on the ability of the Group to innovate and bring new products and services to market, which could adversely affect the Group's business, results of operations and financial condition.

In many markets, the Group continues to see strategic challenges associated with workforce availability and cost, exacerbated by the challenging economic environment (including cost of living challenges), which may impact its ability to deliver services. The Group also sees other risks associated with the resilience of their own employees, including health, safety and wellbeing and capacity.

Information technology and information governance

The Group's services are underpinned by information technology systems and infrastructure ("**IT**"). The Group has a number of dedicated IT teams who are responsible for the development, maintenance and monitoring of IT services. The Group has a dedicated IT security risk management resource operating under the leadership of the Chief Information Officer.

Due to the nature of its business, the Group handles sensitive consumer data and any failure to maintain the confidentiality of such data could result in liability for, and reputational damage to, the Group. System failures may impact the Group's provision of products and services and may cause information security breaches. Systems failures or outages could compromise the Group's ability to perform these functions in a timely manner, which could harm its ability to conduct business as well as the Group's relationships with its business partners and customers. The Group's systems could also be subject to physical and electronic break-ins, and subject to similar disruptions from unauthorised tampering. The likelihood of such attacks arising has increased since the start of the Russia-Ukraine conflict. This may impede or interrupt the Group's business operations or lead to unauthorised disclosure or loss of data or data corruption, including customer data, which could lead to legal liability and damage the Group's reputation. Any such failures or breaches and a lack of integration of systems across the Group could adversely affect the Group's business, results of operations and financial condition.

Clinical governance risk

The Group is committed to ensuring that its customers, wherever they are in the world, are treated and cared for according to evidence-based best practice, high patient safety and clinical standards. Clinical risks are inherent in the Group's care provision activities. Monitoring these risks is mainly a market unit led responsibility and key businesses within the Group have clinical quality governance structures in place. In 2022, the Clinical Governance Function moved from the leadership of the Chief Medical Officer to report to the Group Chief Risk Officer to better align with the Group strategy and the links between its insurance and provision businesses. Bupa's structure of clinical governance and quality committees means that there is oversight both within market units and across Bupa.

Failure to adequately monitor clinical risks could lead to regulatory action against the Group and could result in damage claims, adverse media coverage for the Group, damage to the Group's reputation and, ultimately, a reduction in customer numbers and a significant financial impact on the Group.

Operational systems and processes

Information security and privacy remain key operational risks for the Group. Failures of the Group's systems and processes in relation to areas such as prevention of financial crime, regulatory compliance and the reporting of financial information are also key risks. Such failures could cause unanticipated financial loss, customer detriment and reputational damage. Furthermore, failure to comply with applicable laws and regulations could lead to financial or other penalties (such as fines, disciplinary actions, administrative proceedings etc.) from a regulator or supervisory authority exercising powers of intervention against the Group or to the withdrawal of regulatory licences or permissions necessary for the conduct of the Group's business. Any such regulatory action could adversely affect the Group's business, results of operations and financial condition. The Group continues to strengthen its risk and control framework to mitigate this risk and has a low appetite for operational risks. The focus on information security, technology and operational resilience in recent years is supported by continued investment in these areas across the Group. Nevertheless, some degree of risk exposure will always remain.

Expansion

The Group makes selective acquisitions where it considers they will enhance its services or geographical spread and increase the value of the business in the long term. Rapid growth into new markets, rapid expansion in the Group's existing markets and any major acquisition exposes the Group to new potential financial, regulatory and reputational risks as well as the operational risks associated with the integration of newly acquired businesses. The Group controls acquisition risk by focusing on product and service areas in which it has expertise. The Group has a defined acquisition methodology and expert staff, and its integration programmes are regularly reviewed by senior management. Limits are set on the number of material acquisitions that can be worked on concurrently within market units, in order to ensure performance delivery within its existing businesses alongside execution of any mergers and acquisitions. Failure to accurately appraise acquisition opportunities or to realise anticipated returns from newly acquired businesses or the Group's exposure to liabilities within newly acquired businesses could adversely affect the Group's operating results and divert substantial amounts of management time away from operations and potentially profitable initiatives.

The Group's acquisitions could also result in the incurrence of additional indebtedness, costs, contingent liabilities, and impairment and amortisation expenses related to goodwill and other intangible assets, all of which could materially adversely affect the Group's businesses, financial conditions and results of operations. There could also be unforeseen liabilities that arise out of the businesses acquired and those it may acquire in the future, which may not be covered by, or exceed the amounts of, any indemnities provided to the Group by the sellers.

Future acquisitions could also create challenges in the delivery of the Group's sustainability strategy and may require additional investment to achieve which could adversely impact performance, liquidity and solvency capital positions.

Geographical spread

The Group's international businesses operate in a wide range of locations across the world, and the Group's overall international success is dependent on its ability to succeed in different economic, social and political environments. Geographical diversification provides the benefit of spreading risk by reducing the relative exposure to any single healthcare economy but also represents a risk when operating in new markets with which the Group is less familiar.

The Group recognises the need to maintain effective central oversight of its operations while allowing each business the flexibility to evolve its business model, which allows it to operate effectively in its local market. The Group employs strong local management, with oversight from a corporate centre of specialist functions, who are either based in or regularly visit overseas business units to monitor performance. The dissemination of best practice and collaboration among business units is encouraged through regular business reviews and the Group's international executive development programmes. Failure to anticipate or adapt to such conditions, failure to diversify appropriately and ineffective central oversight of the Group's operations could adversely affect the Group's revenues and results of operations.

6. Risk factors relating to the Notes generally

Set out below is a brief description of certain risks relating to the Notes generally:

Modification, waivers and substitution

The Trust Deed constituting the Notes contains provisions for calling meetings of Noteholders (including by way of conference call or by use of a videoconference platform) to consider and vote upon matters affecting their interests generally, or to pass resolutions in writing or through the use of electronic consents. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting or, as the case may be, did not sign the written resolution or give their consent electronically, and including those Noteholders who voted in a manner contrary to the majority, and all Couponholders.

The Trust Deed also provides that the Trustee may, without the consent of the Noteholders or the Couponholders, agree to (i) any modification of the Conditions and the provisions of the Trust Deed or the Agency Agreement that is, in the opinion of the Trustee, of a formal, minor or technical nature or is made to correct a manifest error, or (ii) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the Conditions and the provisions of the Trust Deed or the Agency Agreement that is, in the opinion of the Trustee, not materially prejudicial to the interests of the Noteholders.

Further, the Trust Deed provides that, if requested by the Issuer or the Guarantor, the Trustee shall, without the consent of the Noteholders, agree with the Issuer or the Guarantor to the substitution of the Issuer and/or the Guarantor, as issuer and guarantor in respect of the Notes, respectively, with other group members or successors in business, subject to the conditions set out in Clause 14.2 of the Trust Deed being satisfied. Provided those conditions are satisfied, the Trustee will be obliged to consent to the relevant substitution. The conditions set out in Clause 14.2 do not require the Trustee to make any assessment of the relative financial or other condition of any substitute or otherwise to consider whether or not the substitution could be materially prejudicial to the interests of Noteholders.

Each of the Issuer and the Guarantor is a holding company and therefore payments on the Notes are structurally subordinated to the liabilities and obligations of the Issuer's subsidiaries and the Guarantor's subsidiaries, respectively

Each of the Issuer and the Guarantor is a holding company within the Group, with their operations being conducted by operating subsidiaries of the Issuer. Accordingly, creditors of a subsidiary would have to be paid in full before sums would be available to the shareholders of that subsidiary (i.e. the Issuer, a subsidiary of the Issuer, the Guarantor or a subsidiary of the Guarantor) and so to Noteholders. The Conditions do not limit the amount of liabilities that subsidiaries of the Issuer or the Guarantor may incur. In addition, the Issuer and the Guarantor may not necessarily have access to the full amount of cash flows generated by their operating subsidiaries, due in particular to legal, tax, or, in the case of subsidiaries which are insurance companies, regulatory constraints, contractual restrictions and the subsidiary's financial requirements.

Early redemption of the Notes in certain circumstances is at the discretion of the Issuer, and an investor may not be able to reinvest the redemption proceeds at as effective a rate of return as that in respect of the Notes

The Notes may, subject as provided in Condition 5, be redeemed before the Maturity Date at the sole discretion of the Issuer (i) in the event of certain changes affecting UK taxes at their principal amount together with interest accrued but unpaid to (but excluding) the date of redemption, (ii) at any time during the three month period prior to the Maturity Date at their principal amount together with interest accrued but unpaid to (but excluding) the date of redemption, (iii) in exercise of a clean-up call option by the Issuer (in the event that, at any time after the Issue Date, 80 per cent. or more of the aggregate principal amount of the Notes originally issued (and, for these purposes, any further securities issued pursuant to Condition 15 will be deemed to have been originally issued) has been purchased by the Issuer (or any of its Subsidiaries) and cancelled at their principal amount together with any interest accrued but unpaid to (but excluding) the date of redemption, or (iv) at any time prior to the date falling three months prior to the Maturity Date at the Make Whole Redemption Amount (as defined in Condition 5).

During any period when the Issuer may elect to redeem the Notes, the market value of the Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

An investor may not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

The Group may in future become subject to regimes governing the insolvency, recovery, resolution or restructuring of insurance companies and, as the scope and implications of these regimes are still evolving, it is unclear what the consequences could be for the Group

As part of the global regulatory response to the risk that systemically important financial institutions could fail, banks, and more recently insurance companies, have been the focus of new recovery and resolution planning requirements developed by regulators and policy makers nationally and internationally. Recovery and resolution reforms for banks in the UK and the EEA now provide regulators with the power, as part of wider resolution tools, to write down indebtedness or to convert that indebtedness to capital (known as "bail-in"), as well as other resolution powers. The Group may be subject to further developments in recovery and resolution regimes for insurance companies.

In the UK, in May 2021, HMT launched a consultation (the "**HMT Consultation**") in which it proposed amendments to the current insolvency arrangements for insurers, in particular with a view to clarifying and extending the powers under Section 377 of the FSMA to, amongst other things, enable the write-down and deferral of unsecured liabilities of UK insurers prior to an insurer becoming insolvent in certain circumstances. Currently the court is able to exercise its power to write down certain liabilities once it has been proven that the insurer is unable to pay its debts. These proposals were implemented through the Financial Services and Markets Act 2023 and took effect from 29 August 2023. Consequently, the court may now exercise its powers earlier, once the court is satisfied that: (i) an insurer is, or is likely to become, unable to pay its debts; and (ii) it is reasonably likely to lead to a better outcome for the insurer's creditors as a whole. Any such write-down (and any subsequent write-up or 'reactivation', if applicable) must have regard to the order in which liabilities sit in the creditor hierarchy as set out in the Insurers (Reorganisation and Winding Up) Regulations 2004 (SI 2004/353), but the regime does not include a 'no creditor worse off' (NCWO) safeguard. The proposals also suggested a stay on certain types of creditor action (including enforcement) during the operation of the wind down order.

Furthermore, in February 2023, the PRA published a Consultation Paper (CP 3/23) on 'Dealing with insurers in financial difficulties' and this sets out the PRA's intended steps to amend the Policy Protection Part of the PRA Rulebook to reflect to write-down changes described above, and make changes to the Policyholder protection Statement of Policy to give effect to the new rules. The Policy Statement following the consultation has not yet been published.

As well as the implementation of the write-down powers described above, the Financial Services and Markets Act 2023 also introduced provisions preventing the termination of certain financial contracts by reason of certain specified insolvency proceedings or the exercise of a write-down power under FSMA.

While these developments would currently only apply to regulated insurers and would therefore not affect the Issuer or Guarantor's liabilities in respect of the Notes, if exercised in relation to an insurer within the Group, they may adversely impact the business of the Group as a whole. It is also possible that any future resolution framework could enable write-down powers to be applied to unsecured debt issued by insurance holding companies such as the Issuer as well as to regulated insurers.

In this regard, HMT is proposing to introduce a specific UK resolution regime for insurers, the Insurer Resolution Regime (the "**IRR**"), which would sit alongside the write-down powers described above. In January 2023, HMT published its consultation on a proposed IRR. The proposals would give the UK authorities new tools and powers to manage the failure of insurers. The consultation is relevant to UK-authorised insurers (including reinsurers) and their holding companies, as well as their counterparties and investors. The consultation closed on 20 April 2023. A key aspect of the proposed regime is that the resolution authority would have a range of powers where specified resolution conditions are met, the stabilisation powers, including the power to: transfer the shares or business of the insurer to a third party; establish and operate a "bridge institution" to hold all or part of the relevant insurer's business; "bail in" or other resolution liabilities of the insurer by restructuring, modifying, limiting or writing down its liabilities; and to place the insurer into temporary public ownership. The regime has not yet been finalised. HMT did not outline the timing for any proposals explicitly, but legislation would be required to implement the new regime.

It is currently proposed that insurance holding companies such as the Issuer would be within the scope of the write-down powers. If the IRR or a similar resolution regime is implemented in the UK, there is a risk that Notes issued under the Programme could fall within the scope of "bail-in" powers which may be exercised by the Bank of England (or any other authority empowered to take such action under the resolution regime) in a resolution scenario in order to reduce or defer the liabilities of the Issuer and the Group. These bail-in powers could include the ability to cancel or write down (in whole or in part) the Notes, to convert the Notes into shares (in whole or in part) or to modify the terms of the Notes. As such, should the IRR or a similar UK resolution regime be implemented in the future, this could adversely affect the rights of Noteholders, and there is a risk that Noteholders may lose the entirety or some of their investment.

Change of law

The Conditions are based on English law in effect as at the date of issue of the Notes. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of issue of the Notes and any such change could materially adversely impact the value of the Notes.

Integral multiples of less than €100,000

The denomination of the Notes is €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. Accordingly, it is possible that the Notes may be traded in the clearing systems in amounts in excess of €100,000 that are not integral multiples of €100,000. In such a case, a Noteholder who, as a result of trading such amounts, holds an amount which is less than €100,000 in their account with the relevant clearing system would not be able to sell the remainder of such holding without first purchasing a principal amount of Notes such that its holding amounts to €100,000. Should definitive Notes be required to be issued, they will be issued in principal amounts of €100,000 and higher integral multiples of €1,000 up to a maximum of €199,000 but will in no circumstances be issued to Noteholders who hold Notes in the relevant clearing system in amounts that are less than €100,000.

If definitive Notes are issued, Noteholders should be aware that definitive Notes which have a denomination that is not an integral multiple of €100,000 may be illiquid and difficult to trade.

7. Risks related to the market generally

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

The secondary market generally

The Notes may have no established trading market when issued, and one may never develop. If a market for the Notes does develop, it may not be liquid. Therefore, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of the Notes.

Exchange rate risks and exchange controls

The Issuer will pay principal and interest on Notes in euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "**Investor's Currency**") other than euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls that could adversely affect an applicable exchange rate. An appreciation in the value of the Investor's Currency relative to euro would decrease (1) the Investor's Currency-equivalent yield on the Notes, (2) the Investor's Currency-equivalent value of the principal payable on the Notes and (3) the Investor's Currency-equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

Interest rate risks

Investment in the Notes, which bear a fixed rate of interest, involves the risk that subsequent changes in market interest rates may adversely affect the value of the Notes.

Credit ratings may not reflect all risks

The Notes are expected, on issue, to be rated A3 and BBB+ by Moody's and Fitch. The ratings may not reflect the potential impact of all risks that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

In general, European regulated investors are restricted under the EU CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the EU CRA Regulation (and such registration has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). Such general restrictions will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the EU CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances).

The list of registered and certified rating agencies published by the ESMA on its website in accordance with the EU CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use, for UK regulatory purposes, ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (i) endorsed by a UK registered credit rating agency; or (ii) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to: (i) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended; and (ii) transitional provisions that apply in certain circumstances.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment, which may impact the value of the Notes and their liquidity in the secondary market. Certain information with respect to the credit rating agencies and ratings is set out on the cover of this Prospectus.

TERMS AND CONDITIONS OF THE NOTES

The following are the Terms and Conditions of the Notes, substantially as they will appear on the Notes in definitive form (if issued).

The €500,000,000 5.000 per cent. Notes due 2030 (the "**Notes**") (which expression shall, in these Conditions, unless the context otherwise requires, include any further Notes issued pursuant to Condition 15 and forming a single series therewith) of Bupa Finance plc (the "**Issuer**") are constituted by a trust deed (the "**Trust Deed**") dated 12 October 2023 (the "**Issue Date**"), between the Issuer, The British United Provident Association Limited (the "**Guarantor**") and HSBC Corporate Trustee Company (UK) Limited (the "**Trustee**", which expression shall include all persons for the time being the trustee or trustees under the Trust Deed) as trustee for the holders of the Notes (the "**Noteholders**"). These Conditions include summaries of, and are subject to, the detailed provisions of the Trust Deed, which includes the form of the Notes and Coupons referred to below.

Payments in respect of the Notes will be made pursuant to an agency agreement (the "**Agency Agreement**") dated 12 October 2023 and made between the Issuer, the Guarantor, the Trustee and HSBC Bank plc as principal paying agent (the "**Principal Paying Agent**" and together with any additional paying agents or successor, successors, assign or assigns as paying agents under the Agency Agreement, the "**Paying Agents**"). Copies of the Trust Deed and the Agency Agreement are available for inspection at the specified office of each of the Paying Agents (the Trust Deed is also available at the website of the Issuer at https://www.bupa.com/corporate/our-performance/bupas-borrowings). The Noteholders and the holders of the interest coupons (the "**Couponholders**") appertaining to the Notes (the "**Coupons**") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed and those applicable to them of the Agency Agreement.

1 Form, Denomination and Title

The Notes are issued in bearer form, serially numbered, with Coupons attached on issue, in denominations of €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No definitive Notes will be issued with a denomination below €100,000 or above €199,000. Notes of one denomination may not be exchanged for Notes of any other denomination. Title to the Notes and to the Coupons will pass by delivery.

The Issuer, the Guarantor, any Paying Agent and the Trustee may (to the fullest extent permitted by applicable laws) deem and treat the holder of any Note or Coupon as the absolute owner for all purposes (whether or not the Note or Coupon shall be overdue and notwithstanding any notice of ownership or writing on the Note or Coupon or any notice of previous loss or theft of the Note or Coupon or of any trust or interest therein) and no person shall be liable for so treating the holder.

2 Guarantee and Status

(a) Guarantee

The Guarantor has unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed, the Notes and Coupons. Its obligations in that respect are contained in the Trust Deed.

"**Guarantee**" means the guarantee obligations of the Guarantor referred to in this Condition and as set out in the Trust Deed.

Name	Title	Principal activities performed by them outside of Bupa and the Group (if any)
Paul Evans	Non-executive Director	Chair of Allianz Holdings plc and the board of trustees of Youth@Heart.
Michael Hawker	Non-executive Director	Non-executive director of the ASX100 listed companies Vicinity Centres Limited and Washington H Soul Pattinson Pty and Company Ltd (where he is Lead Independent Director). Non-executive director of Allianz Australia. Non-executive director of a number of non-profit organisations, including the Museum of Contemporary Art in Sydney and Jawun.
Cath Keers	Non-executive Director	Chief marketing officer of The Sage Group plc and Chair of Trustedhousesitters Group Limited.
Matías Rodríguez Inciarte	Non-executive Director	Chair of Unión de Créditos Inmobiliarios, S.A., E.F.C., a Non-Executive Director of Financiera El Corte Inglés E.F.C., S.A, an Independent Director of Financiera Ponferrada SA Sicav, and Head of Santander Universities, a Department of Banco Santander in charge of Santander's Program with Universities.
Professor Melvin Samsom	Non-executive Director	Chair of the Supervisory Committee Reorganisation Academic Care Landscape of the Dutch Ministry of Health, Welfare and Sport.
Caroline Silver	Non-executive Director	Director of Intercontinental Exchange, Inc and chair of its subsidiary, ICE Clear Europe Limited. Senior advisor at Moelis & Company. Non-

Name	Title	Principal activities performed by them outside of Bupa and the Group (if any)
		executive director and a member of the audit committee at Tesco plc and trustee of The V&A Foundation. Non-executive director and Chair of Barratt Developments plc. Director and chair of the audit committee for the National Film and Television School.
Gunjan Bhow	Non-executive Director	Non-executive director on the board of BBC Commercial Limited and on the boards of US-based organisations: The Child Mind Institute, Wideopenwest, Inc and Chemonics International, Inc.
Sally Clark	Non-executive Director	Non-executive director and chair of the audit committee at Citigroup Global Markets Limited, non-executive director of Acin Limited and KORE Limited. On the board of AIB Group (UK) plc (UK subsidiary of Allied Irish Banks).
Iñaki Ereño	Director and Group Chief Executive Officer	None
Pia Heidenmark Cook	Non-executive Director	Non-executive director and member of the board, as well as audit and nominating and corporate governance committees of Origin Materials Inc (in the US) and Max Burgers AB (in Sweden). Senior Adviser at Teneo (ESG and Sustainability team). Member of the Advisory Board and senior advisor to the CEO of The DO (Germany). Member of the Advisory Board of the Boards Impact Forum, the Nordic chapter of the Climate Governance Initiative, in collaboration with the World

Name	Title	Principal activities performed by them outside of Bupa and the Group (if any)
		Economic Forum. Member of the Advisory Board of Decathlon S.A.
James Lenton	Director and Group Chief Financial Officer	None
Colin Campbell	Group Company Secretary	None

There are no potential conflicts of interest between the duties to the Guarantor of the persons listed above and their private interests or other duties.

TAXATION

UK Taxation

The comments below, which are of a general nature and are based on the Issuer's and Guarantor's understanding of current UK tax law (as applied in England and Wales) and HM Revenue & Customs' published practice, which may not be binding on HM Revenue & Customs and are subject to change (possibly with retrospective effect), in each case as at the latest practicable date before the date of this prospectus, relate only to the UK withholding tax treatment of payments in respect of the Notes and under the Guarantee. They are not exhaustive. They do not deal with any other UK taxation implications of acquiring, holding or disposing of Notes. They relate only to the position of persons who are the absolute beneficial owners of their Notes. References to "interest" and "principal" refer to "interest" and "principal" as those terms are understood for UK tax purposes, and the comments below do not take any account of any different definitions of "interest" or "principal" which may be created by the Conditions or any relevant documentation. The UK tax treatment of prospective Noteholders depends on their individual circumstances and may be subject to change in the future. Prospective holders of Notes who are in any doubt as to their tax position or who may be subject to tax in a jurisdiction other than the UK are strongly advised to consult their own professional advisers.

The Notes issued will constitute "quoted Eurobonds" within the meaning of section 987 of the Income Tax Act 2007 ("**ITA 2007**") provided they carry a right to interest and are and continue to be listed on a recognised stock exchange, within the meaning of section 1005 of the ITA 2007. The London Stock Exchange is a recognised stock exchange for these purposes. Securities will be treated as listed on the London Stock Exchange if they are included in the Official List (within the meaning of and in accordance with the provisions of Part VI of the FSMA) and are admitted to trading on the regulated market of the London Stock Exchange. Whilst the Notes are and continue to be quoted Eurobonds, payments of interest by the Issuer on the Notes may be made without withholding or deduction for or on account of UK income tax.

In other cases, an amount must generally be withheld from payments of interest on the Notes which has a UK source on account of UK income tax at the basic rate (currently 20 per cent.), subject to any other available exemptions and reliefs (such as a direction by HM Revenue & Customs that interest may be paid without withholding, or with withholding at a reduced rate, to a specified Noteholder following an application by that Noteholder under a relevant double tax treaty). Noteholders who are not resident in the UK may be able to recover all or part of such tax so deducted under an applicable double tax treaty.

Where Notes are issued with a redemption premium, as opposed to being issued at a discount, then any such element of premium may constitute a payment of interest and, if so, may be subject to UK withholding tax as outlined in the preceding paragraphs.

Where Notes are issued at an issue price of less than 100 per cent. of their principal amount, any payments in respect of the accrued discount element on such Notes will not generally be subject to any withholding or deduction for or on account of UK income tax.

The UK withholding tax treatment of payments by the Guarantor under the terms of the Guarantee is uncertain. In particular, such payments by the Guarantor may not be eligible for the exemption in respect of securities listed on a recognised stock exchange described above in relation to payments of interest by the Issuer. Accordingly, if the Guarantor makes any such payments, these may be subject to UK withholding tax at the basic rate.

SUBSCRIPTION AND SALE

Pursuant to a Subscription Agreement dated 10 October 2023 (the "**Subscription Agreement**"), Banco Bilbao Vizcaya Argentaria, S.A. and Banco Santander, S.A., Barclays Bank PLC, BNP Paribas and HSBC Bank plc (together the "**Joint Lead Managers**" and each, a "**Joint Lead Manager**") have agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe for the Notes at the issue price of 99.763 per cent. of their principal amount less commissions. The Joint Lead Managers are entitled to terminate and to be released and discharged from their obligations under the Subscription Agreement in certain circumstances prior to payment to the Issuer.

United States

Neither the Notes nor the Guarantee have been, and they will not be, registered under the Securities Act, or any relevant securities laws of any state or other jurisdiction of the United States, and the Notes may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an applicable exemption from, or in a transaction no subject to, the registration requirements of the Securities Act and in accordance with applicable U.S. state securities laws.

The Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a U.S. person, except in certain transactions permitted by U.S. Treasury regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986, as amended, and the U.S. Treasury regulations promulgated thereunder.

Each Joint Lead Manager has represented and agreed that it has not offered, sold or delivered any Notes, and will not offer, sell and deliver any Notes, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of all Notes (the "**Distribution Compliance Period**"), within the United States or to, or for the account or benefit of, U.S. persons except in accordance with Regulation S of the Securities Act. Each Joint Lead Manager agrees that, at or prior to confirmation of sale of Notes, it will have sent to each distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Notes from it during the Distribution Compliance Period a confirmation or notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons. In addition, until 40 days after the commencement of the offering of the Notes, an offer or sale of Notes within the U.S. by any dealer (whether or not participating in the offering of such Notes) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the Securities Act.

UK

Prohibition of sales to UK retail investors

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available the Notes to any retail investor in the UK. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

(i). a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law of the UK by virtue of the EUWA; or

(ii). a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, 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 the domestic law of the UK by virtue of the EUWA.

Other regulatory restrictions

Each Joint Lead Manager has represented and agreed that:

(i). it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer or the Guarantor; and

(ii). it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the UK.

Prohibition of sales to EEA Retail Investors

Each Joint Lead Manager has represented and agreed that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes to any retail investor in the EEA. For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

(i). a retail client as defined in point (11) of Article 4(1) of MiFID II; or

(ii). a customer within the meaning of the Insurance Distribution Directive (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

Singapore

Each Joint Lead Manager has acknowledged that this Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(i). a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(ii). a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

(i). to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;

(ii). where no consideration is or will be given for the transfer;

(iii). where the transfer is by operation of law;

(iv). as specified in Section 276(7) of the SFA; or

(v). as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

General

No action has been or will be taken by the Issuer, the Guarantor or any of the Joint Lead Managers that would permit a public offering of the Notes or possession or distribution of this document or other offering material relating to the Notes in any jurisdiction where, or in any circumstances in which, action for these purposes is required. This document does not constitute an offer and may not be used for the purposes of any offer or solicitation in or from any jurisdiction where such an offer or solicitation is not authorised.

Neither the Issuer, the Guarantor nor the Joint Lead Managers represent that the Notes may at any time lawfully be sold in or from any jurisdiction in compliance with any applicable registration requirements or pursuant to an exemption available thereunder or assumes any responsibility for facilitating such sales.

GENERAL INFORMATION

(1) The Issuer's legal entity identifier is ZIMCVQHUFZ8GVHENP290. The Guarantor's legal entity identifier is 549300T5K5C5DBHXMC67.

(2) The net proceeds of the issue, which are estimated to amount to approximately €496,888,225, will be used by the Issuer for general corporate purposes, including the repayment of existing financial indebtedness under one or more facilities. Certain Joint Lead Managers and/or their affiliates may be creditors under such facilities and may be repaid in whole or in part from the net proceeds of the issue of the Notes.

(3) The Notes have been accepted for clearance through Euroclear and Clearstream, Luxembourg with a Common Code of 269005068, and an ISIN of XS2690050682. The CFI and FISN for the Notes can be obtained from the website of the Association of National Numbering Agencies or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

(4) The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium and the address of Clearstream, Luxembourg is Clearstream Banking, 42 Avenue JF Kennedy, L-1855 Luxembourg.

(5) The yield of the Notes is 5.041 per cent., on an annual basis. The yield is calculated as at the Issue Date on the basis of the issue price and the interest rate of 5.000 per cent. per annum. It is not an indication of future yield.

(6) The Issuer estimates that the amount of expenses related to the admission to trading of the Notes will be £6,750.

(7) It is expected that the applications for the Notes to be admitted to the Official List of the FCA and to trading on the London Stock Exchange's Main Market will be granted on or about 12 October 2023 (subject only to the issue of the Temporary Global Note) and that such admission will become effective, and that dealings in the Notes on the London Stock Exchange will commence, on or about 13 October 2023.

(8) Each of the Issuer and the Guarantor has obtained all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes and the Guarantee. The issue of the Notes was authorised by a resolution of the board of directors of the Issuer passed on 19 September 2023. The Guarantor's board of directors established a sub-committee (the "**Committee**") on 19 July 2023 and authorised the Committee to consider the issuance of the Notes. The giving of the Guarantee by the Guarantor was authorised by resolution of the Committee passed on 18 September 2023.

(9) The Trust Deed provides that the Trustee may rely on certificates or reports from any auditors or other parties in accordance with the provisions of the Trust Deed whether or not any such certificate or report or engagement letter or other document in connection therewith contains any limit on the liability of such auditors or such other party.

(10) There has been no significant change in the financial performance or financial position of the Issuer and its subsidiaries (the "**Issuer's Group**") since 30 June 2023, and no material adverse change in the financial position or prospects of the Issuer since 31 December 2022.

(11) There has been no significant change in the financial performance or financial position of the Group since 30 June 2023, and no material adverse change in the financial position or prospects of the Guarantor since 31 December 2022.

(12) There are no, nor have there been any, governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) which may have, or have had during the period of 12 months prior to the date of this document, a significant effect on the financial position or profitability of the Issuer or the Issuer's Group.

(13) There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Guarantor is aware) which may have, or have had during the period of 12 months prior to the date of this document, a significant effect on the financial position or profitability of the Guarantor or the Group.

(14) The Prospectus will also be available for inspection on the website of the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

(15) Copies of the following documents will be available for inspection at the specified office of the Principal Paying Agent during normal business hours, so long as any of the Notes is outstanding:

(a) the Issuer 2021 Financial Statements, the Issuer 2022 Financial Statements, the Issuer Half Year Financial Results and the Guarantor Half Year Financial Results;

(b) the Guarantor 2021 Annual Report and the Guarantor 2022 Annual Report;

(c) the Group Solvency and Financial Condition Report;

(d) this Prospectus (together with any supplements to this Prospectus);

(e) the Trust Deed;

(f) the Agency Agreement; and

(g) the constitutional documents of the Issuer and the Guarantor.

(16) For the period of 12 months starting on the date on which this Prospectus is made available to the public, copies of this Prospectus (together with any supplements to this Prospectus), the Agency Agreement, the Trust Deed and the constitutional documents of the Issuer and the Guarantor are also available at the website of the Issuer at: https://www.bupa.com/corporate/our-performance/bupas-borrowings.

(17) PricewaterhouseCoopers LLP, Registered Auditors with the Institute of Chartered Accountants in England and Wales, have audited, and issued unqualified audit reports on, in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board, the consolidated financial statements of the Issuer and the Guarantor, for each of the years ended 31 December 2021 and 31 December 2022.

(18) There are no material contracts entered into other than in the ordinary course of the Issuer's or Guarantor's business which could result in any member of the Group being under an obligation or entitlement that is material to the Issuer's or Guarantor's ability to meet its obligations to Noteholders in respect of the Notes.

(19) Certain of 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 services for the Issuer, the Guarantor and their respective affiliates in the ordinary course of business. Certain of the Joint Lead Managers and their affiliates may have positions, deal or make markets in the Notes, related derivatives and reference obligations, including (but not

limited to) entering into hedging strategies on behalf of the Issuer, the Guarantor and their respective affiliates, investor clients, or as principal in order to manage their exposure, their general market risk, or other trading activities. In addition, in the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer, the Guarantor or their affiliates. Certain of the Joint Lead Managers or their affiliates that have a lending relationship with the Issuer or the Guarantor routinely hedge their credit exposure to the Issuer and the Guarantor consistent with their customary risk management policies. Typically, such Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes. Any such positions could adversely affect future trading prices of Notes. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.