

**SUPPLEMENT DATED 16 MARCH 2023 TO THE PROSPECTUSES REFERRED TO
BELOW**



Skipton Building Society

(incorporated in England under the Building Societies Act 1986)

£2,000,000,000

Euro Medium Term Note Programme

(the "EMTN Programme")

and

€7,500,000,000

Global Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by
Skipton Covered Bonds Limited Liability Partnership (the LLP)

(a limited liability partnership incorporated in England and Wales)

(the "**Covered Bond Programme**")

This Supplement (the "**Supplement**") to the base prospectus dated 6 June 2022 for the EMTN Programme as supplemented on 16 December 2022 (as so supplemented, the "**EMTN Prospectus**") and to the base prospectus dated 15 December 2022 for the Covered Bond Programme (the "**Covered Bond Prospectus**" and, together with the EMTN Prospectus, the "**Prospectuses**" and each, a "**Prospectus**"), each of which comprises a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with each of the EMTN Programme and the Covered Bond Programme (together, the "**Programmes**") established by Skipton Building Society (the "**Issuer**" or the "**Society**"). Terms defined in the respective Prospectuses have the same meaning when used in this Supplement (as applicable).

This Supplement is supplemental to, and should be read in conjunction with, the relevant Prospectus and any other supplements to the relevant Prospectus issued by the Issuer.

This Supplement has been approved by the Financial Conduct Authority (the "**FCA**"), which is the United Kingdom competent authority for the purposes of the UK Prospectus Regulation and relevant implementing measures in the United Kingdom for the purposes of giving information with regard to the issue of instruments under the Programmes.

The Issuer and, in relation to the Covered Bond Programme only, the LLP accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and, in relation to the Covered Bond Programme only, the LLP, the information contained in

this Supplement is in accordance with the facts and does not omit anything likely to affect its import.

Purpose of the Supplement

The purpose of this Supplement is to:

- (i) incorporate by reference into each Prospectus the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2022, including the auditor's report thereon and the notes thereto, and the glossary, as set out on pages 101 to 245 and 253 to 256 (inclusive) of the Issuer Annual Report and Accounts 2022 (as defined below) available at: <https://www.skipton.co.uk/-/media/skipton-co-uk/pdf/about-us/annual-report-and-accounts-2022.ashx>;
- (ii) incorporate by reference into each Prospectus the Strategic Report of the Issuer, as set out on pages 14 to 37 (inclusive) of the Issuer Annual Report and Accounts 2022;
- (iii) incorporate by reference into each Prospectus the Pillar 3 Disclosures 2022 of the Issuer which are available at: <https://www.skipton.co.uk/-/media/skipton-co-uk/pdf/about-us/Pillar-3-2022-December.ashx>;
- (iv) solely in relation to the Covered Bond Prospectus, incorporate by reference the audited non-consolidated annual accounts of the LLP for the financial year ended 31 December 2022 which are available at https://www.skipton.co.uk/-/media/Files/skipton_co_uk/Investor-Relations/Covered-Bonds/Skipton-Covered-Bonds-LLP-Annual-Accounts-2022.ashx;
- (v) update the "Management" paragraph on page 139 of the EMTN Prospectus and page 155 of the Covered Bond Prospectus; and
- (vi) amend the "Significant or Material Change" paragraph on page 162 of the EMTN Prospectus and page 259 of the Covered Bond Prospectus.

Documents incorporated by reference

On 16 March 2023, the Issuer published its Annual Report & Accounts for the financial year ended 31 December 2022 (the "**Issuer Annual Report and Accounts 2022**"). By virtue of this Supplement, the following parts of the Issuer Annual Report and Accounts 2022 are incorporated by reference in, and form part of, each Prospectus:

- (i) the audited consolidated annual financial statements of the Issuer for the financial year ended 31 December 2022, together with the auditor's report thereon and the notes thereto, and the glossary, as set out on pages 101 to 245 and 253 to 256 (inclusive) of the Issuer Annual Report and Accounts 2022; and
- (ii) the strategic report which appears on pages 14 to 37 (inclusive) of the Issuer Annual Report and Accounts 2022.

Any information contained in the Issuer Annual Report and Accounts 2022 and not contained on the pages referenced above is given for information purposes only and does not form part of this Supplement or either Prospectus.

On 15 March 2023, the Issuer published its Pillar 3 Disclosures for 31 December 2022 (the "**Pillar 3 Disclosures**"). By virtue of this Supplement, the Pillar 3 Disclosures are incorporated by reference in, and form a part of, each Prospectus.

On 6 March 2023, the LLP filed its members report and accounts for the financial year ended 31 December 2022 (the "**LLP Members Report and Accounts 2022**") with the Registrar of Companies. The audited non-consolidated annual accounts of the LLP, together with the audit report thereon, for the financial year ended 31 December 2022 are incorporated in, and form a part of, the Covered Bond Prospectus only.

Copies of all documents incorporated by reference in each Prospectus can be obtained from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in London (as described on the penultimate page of the EMTN Prospectus and page 258 of the Covered Bond Prospectus) and are either available 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 or on the National Storage Mechanism, <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement or either Prospectus for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference by virtue of this Supplement.

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement.

General Information

Management - EMTN Prospectus and Covered Bond Prospectus

The table listing the "Board of Directors" on page 139 of the EMTN Prospectus and page 155 of the Covered Bond Prospectus shall be deemed deleted and replaced with the following table:

<i>Director</i>	<i>Responsibility</i>	<i>Date of Appointment</i>
G V Burr	Chair	27/04/2022
M J Lund	Deputy Chair	25/04/2016
S A Haire	Group Chief Executive	31/12/2022
A P Bottomley	Chief Executive Officer, Money	01/01/2016
J R Coates	Non-Executive Director	03/05/2016
I A Cummings	Non-Executive Director	01/07/2022
D A Hall	Non-Executive Director	27/03/2017
H L Jackson	Non-Executive Director	24/10/2018
P W Moore	Non-Executive Director	01/02/2021
R S D M Ndawula	Group Chief Financial Officer	23/02/2015

The section "Executive Committee" commencing on page 139 of the EMTN Prospectus and page 156 of the Covered Bond Prospectus shall be deemed deleted and replaced with the following:

"Group Executive Committee

Whilst the Board is responsible for strategy and policy, implementation of that policy and daily management of the Society's own business is delegated to the following senior executives who, as at the date of this Supplement, form the Group's Executive Committee:

<i>Name</i>	<i>Title</i>
S A Haire	Group Chief Executive
R S D M Ndawula	Group Chief Financial Officer
A P Bottomley	Chief Executive Officer, Money
C Harrison	Interim Chief Executive Officer, Financing Homes
S Hattersley	Chief of Staff
S O'Regan	Group Chief Risk Officer
J Shaw	Group Chief People Officer
D Travis	Group Secretary and General Counsel
H Varney	Chief Operating Officer
D Livesey	Chief Executive Officer, Connells Group
J Coupe	Managing Director, Skipton International Limited

There are no potential conflicts between the duties to the Society of the members of the Group Executive Committee and their private interests and/or other duties."

Significant or material change – EMTN Prospectus

The paragraph "Significant or Material Change" on page 162 of the EMTN Prospectus shall be deemed deleted and replaced with the following paragraph:

"There has been no significant change in the financial performance or financial position of the Issuer's Group since 31 December 2022.

There has been no material adverse change in the prospects of the Issuer since 31 December 2022."

Significant or material change – Covered Bond Prospectus

The paragraph "Significant or Material Change" on page 259 of the Covered Bond Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial performance or financial position of the Issuer or the Skipton Group since 31 December 2022, being the date to which the Skipton Group’s last published audited consolidated financial statements was prepared. There has been no material adverse change in the prospects of the Issuer since 31 December 2022, being the date to which the Issuer’s last published audited financial statements was prepared.

There has been no significant change in the financial performance or financial position of the LLP, nor has there been any material adverse change in the prospects of the LLP since 31 December 2022, being the date of the LLP’s last audited non-consolidated annual accounts of the LLP.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated into either Prospectus by this Supplement and (b) any other statement in or incorporated by reference in either Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in either Prospectus since the publication of the relevant Prospectus.