

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 European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended) (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) (the “**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 United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

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 Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook 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.

4 October 2024

Hammerson plc**Legal entity identifier (LEI): 213800G1C9KKVVDN1A60****Issue of £400,000,000 5.875 per cent. Notes due 2036****under the £5,000,000,000****Euro Medium Term Note Programme****PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 26 September 2024 which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”) (the “**Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus in order to obtain all the relevant information. The Prospectus has been published on Issuer’s website at <https://www.hammerson.com/investors/debt-investors>.

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| 1. | Issuer: | Hammerson plc |
| 2. | (a) Series Number: | 1 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Pounds Sterling (“£”) |
| 4. | Aggregate Nominal Amount: | £400,000,000 |
| | (a) Series: | £400,000,000 |
| | (b) Tranche: | £400,000,000 |
| 5. | Issue Price: | 98.666 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | £100,000 and integral multiples of £1,000 in excess thereof up to (and including) £199,000. No Notes in definitive form will be issued with a denomination above £199,000. |
| | (b) Calculation Amount (in relation to calculation of interest in global form or Registered definitive form see Conditions): | £1,000 |
| 7. | (a) Issue Date: | 8 October 2024 |
| | (b) Interest Commencement Date: | Issue Date |

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| 8. | Maturity Date: | 8 October 2036 |
| 9. | Interest Basis: | 5.875 per cent. Fixed Rate

(see paragraph 14 below) |
| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Call/Put Options: | Issuer Call

Restructuring Event Put Option

(see paragraphs 17 and 18 below) |
| 13. | Date Board approval for issuance of Notes obtained: | 20 September 2024 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (a) Rate(s) of Interest: | 5.875 per cent. per annum payable in arrear on each Interest Payment Date |
| | (b) Interest Payment Date(s): | 8 October in each year, commencing on 8 October 2025 up to (and including) the Maturity Date |
| | (c) Fixed Coupon Amount(s) (and, in relation to Notes in global form or Registered definitive form, see Conditions): | £58.75 per Calculation Amount |
| | (d) Broken Amount(s) (and, in relation to Notes in global form or Registered definitive form, see Conditions): | Not Applicable |
| | (e) Day Count Fraction: | Actual/Actual (ICMA) |
| | (f) Determination Date(s): | 8 October in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 16. | Notice periods for Condition 7.2: | Minimum period: 30 days

Maximum period: 60 days |
| 17. | Issuer Call: | Applicable |
| | (a) Optional Redemption Date(s): | Any date from (and including) the Issue Date to (but excluding) the Maturity Date |

- (b) Optional Redemption Amount: £1,000 per Calculation Amount in respect of the Optional Redemption Dates falling in the Par Call Period
Spens Amount in respect of the Optional Redemption Dates not falling in the Par Call Period
- (c) Redemption Margin: 0.30 per cent.
- (d) Reference Bond: UKT 4 ¼ 07/03/2036 (ISIN: GB0032452392)
- (e) Quotation Time: 11.00 a.m. (London time)
- (f) Par Call Period: From (and including) 8 July 2036 (the “**Par Call Period Commencement Date**”) to (but excluding) the Maturity Date
- (g) Partial Redemption: Applicable from (and including) the Issue Date to (but excluding) the Par Call Period Commencement Date
 - (i) Minimum Redemption Amount: £100,000
 - (ii) Maximum Redemption Amount: Up to and including the Aggregate Nominal Amount of the Notes then outstanding
- (h) Notice periods: Minimum period: 15 days
Maximum period: 30 days
- 18. Restructuring Event Put Option: Applicable
 - (a) Restructuring Event Put Redemption Amount: £1,000 per Calculation Amount
 - (b) Restructuring Put Clean-Up Minimum Percentage: As per the Conditions
- 19. Investor Put Option: Not Applicable
- 20. Clean-up Call: Not Applicable
- 21. Final Redemption Amount: £1,000 per Calculation Amount
- 22. Early Redemption Amount payable on redemption for taxation reasons or on Event of Default: £1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 23. Form of Notes:
 - (a) Form: Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event
 - (b) New Global Note: Yes

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| 24. | Additional Financial Centre(s): | Not Applicable |
| 25. | Talons for future Coupons to be attached to Definitive Notes: | No |

THIRD PARTY INFORMATION

The ratings definition of Moody's (as defined in Part B, item 2 below) has been extracted from has been extracted from <https://ratings.moodys.io/ratings>.

The ratings definition of Fitch (as defined in Part B, item 2 below) has been extracted from <https://www.fitchratings.com/products/rating-definitions>.

The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Hammerson plc:

By: 
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange’s main market and to be listed on the Official List of the Financial Conduct Authority with effect from 8 October 2024.
- (b) Estimate of total expenses related to admission to trading: £5,850

2. RATINGS

Ratings: The Notes to be issued are expected to be rated Baa2 by Moody’s Investors Service Limited (“**Moody’s**”) and BBB+ by Fitch Ratings Limited (“**Fitch**”).

Each of Moody’s and Fitch is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA.

Moody’s

Obligations rated ‘Baa’ are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. Moody’s appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 2 indicates a mid-range ranking.

Fitch

‘BBB’ ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. An additional +/- for AA through CCC levels indicates relative differences of probability of default or recovery for issues.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Managers (as defined below), so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (a) Reasons for the offer: General corporate purposes including financing the tender offer of the Issuer’s outstanding Sterling notes.

(b) Estimated net proceeds: £393,064,000

5. YIELD

Indication of yield: 6.034 per cent. per annum.

6. OPERATIONAL INFORMATION

- (a) ISIN: XS2912234197
- (b) Common Code: 291223419
- (c) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (h) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs 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 ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers:
 - Active Managers*
 - Barclays Bank PLC
 - BNP PARIBAS
 - Lloyds Bank Corporate Markets plc
 - Mizuho International plc
 - Passive Managers*

ICBC Standard Bank Plc

Morgan Stanley & Co. International plc

MUFG Securities EMEA plc

- (c) Stabilisation Manager(s) (if any): BNP PARIBAS
- (d) If non-syndicated, name of relevant Dealer: Not Applicable
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (f) Prohibition of Sales to EEA Retail Investors: Applicable
- (g) Prohibition of Sales to UK Retail Investors: Applicable
- (h) Singapore Sales to Institutional Investors and Accredited Investors only: Applicable