

23 December 2019

CASTLE TRUST DIRECT PLC

Issue of £10,000,000 Fortress Bond (Issue 552) 3 Year (Growth) January 2020 Notes

Offered by CASTLE TRUST CAPITAL PLC

Under the Castle Trust Direct Programme for the Issuance of Notes

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the “**Conditions**”) of the Notes set forth in the Base Prospectus dated 11 June 2019 which, together with the Supplemental Prospectuses dated 4 July 2019 and 24 October 2019 constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (and amendments thereto, including Directive 2010/73/EU) (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of the Base Prospectus and these Final Terms. The Base Prospectus is available for viewing at and copies may be obtained during normal working hours from the Issuer’s registered office at 10 Norwich Street, London EC4A 1BD. For the purposes of Article 14 of the Prospectus Directive, the Base Prospectus and the Final Terms have been published on the Castle Trust Capital plc website: <https://www.castletrust.co.uk/documents-investments>. A summary of the individual issue is annexed to these Final Terms.

1	Issuer:	Castle Trust Direct plc
2	Series Number:	552
3	Aggregate Nominal Amount of Series:	£10,000,000
4	Issue Price:	100% of the Aggregate Nominal Amount.
5	(a) Issue Date:	23 December 2019
	(b) Interest Commencement Date:	1 February 2020
	(c) Calculation Amount:	£1,000
6	Maturity Date:	1 February 2023 (subject to any extension)
7	Interest Basis:	2.4899% Fixed Rate (as such rate may be: (i) increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period); and (ii) amended (as part of any extension) to the rate notified by the Issuer to the Noteholder prior to the Election Period)
8	Redemption/Payment Basis:	Subject to any early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.

9	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
10	Put/Call Options:	Issuer Call
11	Date Board approval for issuance of Notes obtained:	18 December 2019

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

12	Fixed Rate Note Provisions	Applicable
	(a) Rate(s) of Interest:	2.4899% per annum payable on the Maturity Date (as such rate may be: (i) increased by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period); and (ii) amended (as part of any extension) to the rate notified by the Issuer to the Noteholder prior to the Election Period) in arrear
	(b) Interest Payment Date(s):	Maturity Date
	(c) Fixed Coupon Amount(s):	£74.7657 per Calculation Amount (as such amount may be: (i) increased to reflect an increase to the Rate of Interest by the Issuer (if at all and at its discretion) during the Offer Period and notified to Noteholders prior to the end of such period); and (ii) amended (as part of any extension) to the amount notified by the Issuer to the Noteholder prior to the Election Period)
	(d) Broken Amount(s):	Not Applicable
	(e) Determination Date(s):	Not Applicable
	(f) Day Count Fraction:	Actual/365 Fixed
	(g) Other terms relating to the method of calculating interest for the Notes:	None
13	Floating Rate Note Provisions:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

14	Issuer Call: <i>(Applicable only for Notes held by Castle Trust Capital plc)</i>	Applicable
	Optional Redemption Amount and method, if any, of calculation of such amount(s):	Condition 6.2 (Redemption at option of the Issuer (Issuer Call)) of the Notes applies

- | | | |
|----|---|-----------------|
| 15 | Investor Put: | Not Applicable |
| 16 | Extension of Maturity Date, Extension Option: | Applicable |
| 17 | Final Redemption Amount: | 100 per cent. |
| 18 | Final Repayment Date: | 6 February 2023 |

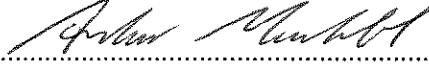
LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the £1,500,000,000 Castle Trust Direct Programme

THIRD PARTY INFORMATION

None

Signed on behalf of Castle Trust Direct plc

By: 
.....
Duly authorised

By:
Duly authorised

PART B – OTHER INFORMATION

1 ADMISSION TO TRADING

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Irish Stock Exchange and to trading on its regulated market. It is expected that the first dealing day will be 23 December 2019.

2 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in the section headed “Subscription and Sale” of the Base Prospectus, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

RELATIONSHIPS MATERIAL TO THE ISSUE/OFFER BETWEEN THE ISSUER AND THE BORROWER

The Issuer will make a new Advance under the Borrower Loan Agreement in respect of the Offer Series on 7 February 2020.

3 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(a) Reasons for the offer:	See Part XII of the Base Prospectus
(b) Estimated net proceeds:	£10,000,000 minus expenses
(c) Estimated total expenses:	£450

4 YIELD (*Fixed Rate Notes only*)

Indication of yield: 2.35%
Calculated on 31 December 2019

The yield is calculated at 31 December 2019 on the basis of the Issue Price. It is not an indication of future yield.

5 OPERATIONAL INFORMATION

(a) ISIN Code:	GB00BKD5DJ18
(b) Other Final Terms:	None
(c) Offer Period:	23 December 2019 – 31 January 2020
(d) Any other clear and objective conditions attached to the consent which are relevant for the use of the Base Prospectus:	Not applicable
(e) Names and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment:	Castle Trust Capital plc, 10 Norwich Street, London EC4A 1BD. See Parts X and XIX of the Base Prospectus.

ANNEX – ISSUE SPECIFIC SUMMARY

SUMMARY

Section A – Introduction and warnings		
A.1	Introduction	<p>This summary should be read as an introduction to this Base Prospectus. Any decision to invest in Notes should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Use of the Base Prospectus	<p>The Issuer has provided its consent to the use of the Base Prospectus and Final Terms for subsequent resale or final placement of notes (the “Notes”) (a “Public Offer”) by:</p> <ol style="list-style-type: none"> 1. all financial intermediaries who fulfil the following conditions: <ol style="list-style-type: none"> (i) an entity (an “Authorised Offeror”) which: <ol style="list-style-type: none"> (a) is authorised to offer securities to the public or distribute Notes under FSMA in the UK (or under the relevant legislation implementing MiFID II in Europe) (“Financial Intermediaries”) for the subsequent resale or final placement of the Notes in the United Kingdom; and (b) considers the relevant manufacturer’s target market assessment and distribution channels identified under the “MiFID II product governance” legend set out in this Prospectus; or (ii) an Authorised Offeror that is expressly named in the list of Authorised Offerors on the Issuer’s website (https://www.castletrust.co.uk/important-information#authorised-offerors); and 2. Castle Trust Capital plc (“Castle Trust”) and Castle Trust Capital Management Limited (“CTCM”). <p>Valid offers of Notes may only be made by an Authorised Offeror in the context of a Public Offer if the Offer is:</p> <ol style="list-style-type: none"> (i) made in respect of the Series of Note specified in the Final Terms; (ii) made in the United Kingdom; and (iii) made during the offer period specified in the Final Terms (the “Offer Period”). <p>The Issuer has also provided its consent to the distribution of Notes pursuant to the £1,500,000,000 Castle Trust Direct Programme for the issuance of Notes (the “Programme”) in the United Kingdom. The offer period within which the Issuer consents to the later resale or final placement by Financial Intermediaries or by Castle Trust or CTCM is from 11 June 2019 to 10 June 2020.</p> <p>The offer of Notes by Financial Intermediaries or by Castle Trust or CTCM must be made pursuant to the terms and conditions of the Notes (the “Note Conditions”). If an offer is being made by a Financial Intermediary or by Castle Trust or CTCM, such Financial Intermediary or Castle Trust or CTCM will inform Investors of the terms and conditions of the offer at the time the offer is made.</p>

Section B – Issuer and Castle Trust Capital plc																																																								
B.1	Legal and commercial Name	Castle Trust Direct plc (the “Issuer”); and Castle Trust Capital plc (“Castle Trust”).																																																						
B.2	Domicile; legal form; legislation; country of incorporation	The Issuer was incorporated in England and Wales as a public limited company under the Companies Act 2006 on 19 May 2014 under the name of Castle Trust Direct plc with registered number 9046984. Castle Trust was incorporated in England and Wales as a private limited company on 29 November 2010 and was converted to a public limited company on 24 November 2011, under the Companies Act 2006 under the name of Castle Trust Capital plc with registered number 07454474.																																																						
B.5	Description of the group and Castle Trust’s position within the group	Castle Trust is a wholly-owned subsidiary of Castle Trust Holdings (Jersey) Limited (“CTHL”), which in turn is majority owned by J.C. Flowers Fund III, a subsidiary of the J.C. Flowers group. Castle Trust’s subsidiaries include: CTCM, the Issuer, Castle Trust POS Limited (“CTPOS”) and Omni Capital Retail Finance Limited (“OCR”) (together with Castle Trust’s other subsidiaries, the “Group”).																																																						
B.9	Profit forecast or estimate for Castle Trust	Not applicable; no profit forecast or estimate has been published.																																																						
B.10	Qualifications in independent accountant’s report on historical financial information of Castle Trust	Not applicable; there are no qualifications in any audit report or any independent accountant’s report on the historical financial information of Castle Trust.																																																						
B.12	Selected key financial information on Castle Trust no material adverse change statement and no significant change statement	<p>The table below sets out summary key information extracted from the audited consolidated financial statements of Castle Trust for the period 1 October 2016 to 30 September 2017:</p> <table border="1"> <thead> <tr> <th></th> <th style="text-align: right;">Group 2017 £’000</th> <th style="text-align: right;">Restated Group 2016 £’000</th> </tr> </thead> <tbody> <tr> <td>Assets</td> <td></td> <td></td> </tr> <tr> <td>Cash and cash equivalents</td> <td style="text-align: right;">127,324</td> <td style="text-align: right;">107,403</td> </tr> <tr> <td>Loans and advances to credit institutions</td> <td style="text-align: right;">15,800</td> <td style="text-align: right;">17,550</td> </tr> <tr> <td>Trade and other receivables</td> <td style="text-align: right;">4,669</td> <td style="text-align: right;">6,808</td> </tr> <tr> <td>Loans to customers</td> <td></td> <td></td> </tr> <tr> <td> At amortised cost</td> <td style="text-align: right;">444,568</td> <td style="text-align: right;">244,840</td> </tr> <tr> <td> Designated at fair value through profit or loss</td> <td style="text-align: right;">76,394</td> <td style="text-align: right;">88,021</td> </tr> <tr> <td>Fair value hedge asset</td> <td style="text-align: right;">570</td> <td style="text-align: right;">1,125</td> </tr> <tr> <td>Derivative financial instruments</td> <td></td> <td></td> </tr> <tr> <td> House price option</td> <td style="text-align: right;">12,153</td> <td style="text-align: right;">6,662</td> </tr> <tr> <td> Derivatives held for risk management</td> <td style="text-align: right;">324</td> <td style="text-align: right;">970</td> </tr> <tr> <td>Prepayments</td> <td style="text-align: right;">341</td> <td style="text-align: right;">199</td> </tr> <tr> <td>Deferred tax asset</td> <td style="text-align: right;">5,869</td> <td style="text-align: right;">5,759</td> </tr> <tr> <td>Property and equipment</td> <td style="text-align: right;">477</td> <td style="text-align: right;">163</td> </tr> <tr> <td>Investment in subsidiaries</td> <td style="text-align: right;">-</td> <td style="text-align: right;">-</td> </tr> <tr> <td>Intangible assets</td> <td style="text-align: right;">11,763</td> <td style="text-align: right;">645</td> </tr> <tr> <td>Total assets</td> <td style="text-align: right;">700,252</td> <td style="text-align: right;">480,145</td> </tr> </tbody> </table>		Group 2017 £’000	Restated Group 2016 £’000	Assets			Cash and cash equivalents	127,324	107,403	Loans and advances to credit institutions	15,800	17,550	Trade and other receivables	4,669	6,808	Loans to customers			At amortised cost	444,568	244,840	Designated at fair value through profit or loss	76,394	88,021	Fair value hedge asset	570	1,125	Derivative financial instruments			House price option	12,153	6,662	Derivatives held for risk management	324	970	Prepayments	341	199	Deferred tax asset	5,869	5,759	Property and equipment	477	163	Investment in subsidiaries	-	-	Intangible assets	11,763	645	Total assets	700,252	480,145
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Liabilities

Trade and other payables	7,195	2,426
Provisions for liabilities	421	-
Derivatives held for risk management	1,177	2,258
Fair value hedge liability	-	101
Amounts due to customers for Fortress Bonds	605,007	411,602
Amounts due to group companies for BLA/ MILA	-	-
Financial liabilities at fair value through profit or loss	27,614	27,210
Amounts due to related parties under inter-company swap arrangements	-	-
Total liabilities	641,414	443,597

Equity

Share capital	9,526	6,478
Share premium	72,971	45,540
Retained earnings	(23,713)	(15,569)
Issued capital and reserves attributable to owners of the parent	58,784	36,449
Non-controlling interests	54	99
Total equity	58,838	36,548

Total equity and liabilities 700,252 480,145

The table below sets out summary key information extracted from the audited consolidated financial statements of Castle Trust for the period 1 October 2017 to 30 September 2018:

	30 September 2018	
	Audited	
	£'000	
Assets		
Cash and cash equivalents		118,514
Loans and advances to credit institutions		-
Trade and other receivables		2,926
Loans to customers		
At amortised cost		629,742
Designated at fair value through profit or loss		69,780
Fair value hedge asset		229
Derivative financial instruments		
House price option		9,150
Derivatives held for risk management		176
Prepayments		1,501
Deferred tax asset		-
Property and equipment		489
Investment in subsidiaries		-
Intangible assets		2,657
Total assets		835,164

Liabilities		
Trade and other payables		7,566
Debt securities in issue		9,642
Provisions for liabilities		365
Derivatives held for risk management		-
Amounts due to customers for Fortress Bonds		727,770
Amounts due to group companies for BLA/ MILA		-
Financial liabilities at fair value through profit or loss		24,989
Amounts due to related parties under inter-company swap arrangements		-
Total liabilities		770,332
Equity		
Share capital		12,992
Share premium		104,166
Retained earnings		(52,342)
Issued capital and reserves attributable to owners of the parent		64,816
Non-controlling interests		16
Total equity		64,832
Total equity and liabilities		835,164
<p>The table below sets out summary key information extracted from the interim consolidated financial statements of Castle Trust for the period 1 October 2018 to 31 March 2019:</p>		
		Group 31 March 2019 £'000
Assets		
Cash and cash equivalents		163,115
Trade and other receivables		1,657
Loans to customers		
At amortised cost		532,450
Designated at fair value through profit or loss		123,580
Fair value hedge asset		121
Derivative financial instruments		
House price option		-
Derivatives held for risk management		-
Prepayments		1,348
Property and equipment		422
Intangible assets		3,198
Total assets		825,891

		<p>Liabilities</p> <hr/> <p>Trade and other payables 4,695</p> <p>Debt securities in issue 9,682</p> <p>Provisions for liabilities 529</p> <p>Derivatives held for risk management 219</p> <p>Amounts due to customers for Fortress Bonds 732,593</p> <p>Financial liabilities at fair value through profit or loss 19,848</p> <hr/> <p>Total liabilities 767,566</p> <hr/> <p>Equity</p> <hr/> <p>Share capital 12,998</p> <p>Share premium 104,223</p> <p>Own credit revaluation reserves 24</p> <p>Retained earnings (58,906)</p> <p>Non-controlling interests (14)</p> <hr/> <p>Total equity 58,325</p> <hr/> <p>Total equity and liabilities 825,891</p> <hr/> <p>There has been no material adverse change in the prospects of Castle Trust since 30 September 2018. There has been no significant change in the financial or trading position of Castle Trust since 30 September 2018.</p>
B.13	Recent events particular to Castle Trust which are materially relevant to the evaluation of Castle Trust's solvency	Not applicable; there have been no recent events which are materially relevant to the evaluation of Castle Trust's solvency.
B.14	Dependency of Castle Trust on other entities within the group	<p>Prior to the Sale, Castle Trust was an indirect (although not wholly-owned) subsidiary of CTC Holdings (Cayman) Limited.</p> <p>As a result of the Sale, Castle Trust is a wholly-owned subsidiary of CTHL which in turn is majority owned by CTC Holdings (Cayman) Limited. Castle Trust's subsidiaries include: CTCM, the Issuer, CTPOS and OCRF.</p> <p>Castle Trust is not dependent upon other entities within the Group.</p>
B.15	Description of Castle Trust's principal activities	<p>Castle Trust offers Mortgages to borrowers in respect of UK property and, through its subsidiary, OCRF, point-of-sale finance ("POS Loans") to consumers wishing to purchase products from suppliers (OCRF's suppliers currently grouped into six sectors: training and education, medical, lifestyle and valuables, technology and appliances, sports and hobbies and home improvement). Castle Trust acts as the borrower under the Borrower Loan Agreement (as defined below) and as the counterparty to investment products entered into by the Issuer and Castle Trust Growth House PC.</p> <p>Castle Trust lends money to Group companies under the terms of the facility</p>

		agreement entered into on 28 April 2017 between certain members of the Group for the purpose of providing a contractual framework for the provision of loans between Group companies (the “ Master Intragroup Loan Agreement ”).
B.16	Owner/ controller of Castle Trust	Castle Trust is indirectly ultimately owned and controlled by James Christopher Flowers.
B.17	Ratings assigned to the Issuer or its debt securities or to Castle Trust	Not applicable: neither the Issuer nor Castle Trust is rated and Notes issued by the Issuer will not be rated.
B.20	Special purpose vehicle; entity status	<p>The Issuer was incorporated as a special purpose vehicle for the purpose of issuing the Notes, being securities backed by the facility agreement dated 3 July 2014 between the Issuer (as lender) and Castle Trust (as borrower), which was amended on 29 June 2015 to document CTF’s accession to the facility agreement as an additional borrower, and which was further amended on 28 April 2017 to document CTT’s accession to the facility agreement as an additional borrower, pursuant to which the Issuer makes advances to Castle Trust and/or CTT, as required, using the proceeds of issuance of each series of Notes (each, an “Advance”) (the “Borrower Loan Agreement”).</p> <p>On 30 September 2019, the Borrower Loan Agreement was amended and restated to, amongst other things, remove CTF and CTT as parties, with Castle Trust and the Issuer assuming all obligations owing under the Borrower Loan Agreement. Castle Trust borrows from the Issuer under the Borrower Loan Agreement to provide funding to certain members of the Group so that those Group companies can fund their respective lending activities and/or working capital requirements; and the Issuer only looks to Castle Trust for repayments under the Borrower Loan Agreement.</p>
B.21	Description of principal activities and overview of parties to the programme	<p>The Issuer’s objective is to provide a return to Investors in each series of Notes (each a “Series”) comprising interest on the interest payment date(s) (each an “Interest Payment Date”) and/or on the maturity date (each a “Maturity Date”) for the relevant Series.</p> <p>To generate the amounts necessary to pay interest on (“Interest”), and to pay the amount payable on the relevant Maturity Date (the “Final Redemption Amount”) of, the Notes, the Issuer entered into the Borrower Loan Agreement with Castle Trust (in its capacity as the principal borrower, the “Borrower”) on 3 July 2014, which was amended on 29 June 2015 to document CTF’s accession to the Borrower Loan Agreement (the “First Additional Borrower”) in connection with the purchase (and expected further purchases) from the Borrower of a portfolio of Mortgage cashflows and consequential increases in the First Additional Borrower’s liabilities under the Borrower Loan Agreement. The Borrower Loan Agreement was further amended on 28 April 2017 to document CTT’s accession to the Borrower Loan Agreement (CTT in its capacity as an additional borrower, the “Second Additional Borrower”).</p> <p>On 30 September 2019, the Borrower Loan Agreement was amended and restated to, amongst other things, remove the First Additional Borrower and the Second Additional Borrower as parties, with Castle Trust and the Issuer assuming all obligations owing under the Borrower Loan Agreement. The Issuer only looks to Castle Trust for repayments under the Borrower Loan Agreement.</p> <p>As part of the risk management services it provides to the Group, Castle Trust borrows from the Issuer under the Borrower Loan Agreement in order to provide term funding to certain members of the Group under the Master Intragroup Loan Agreement so that Group companies can in turn fund their respective lending activities and/or working capital requirements. Under the Borrower Loan Agreement, the issue proceeds received by the Issuer for subscription for each Series (net of its costs) are advanced to Castle Trust. The Borrowers will pay interest on each Advance on (or immediately prior)</p>

		<p>to the Interest Payment Date(s) (if any) of the relevant Series and/or the Maturity Date of the relevant Series and will repay the principal amount of each Advance on the Maturity Date.</p> <p>The only business of the Issuer is the issue of Notes and the investment of the net proceeds in the Borrower Loan Agreement to generate the Interest and the Final Redemption Amount.</p> <p>Fortress Bonds are available for a minimum investment of £1,000 and provide returns for those who seek a competitive return on their capital or who wish to diversify their existing low risk investment portfolios. Fortress Bonds qualify for inclusion in SIPPs and ISAs.</p> <p>The Financial Services Compensation Scheme (“FSCS”) can pay compensation to investors if an investment firm (such as Castle Trust) is unable to meet its financial obligations of up to £85,000 per eligible claimant. If an Investor has suffered a loss as a result of Castle Trust failing to meet its financial obligations (for example, if it failed to buy back Fortress Bonds because it had become insolvent) then the Investor would be able to seek compensation from the FSCS, provided the Investor is an eligible claimant.</p> <p>Castle Trust is a regulated investment firm operating in the UK. Castle Trust, which was incorporated in England in 2010, operates predominantly from its head office in London and had 247 permanent employees as at 30 September 2018. Castle Trust provides a range of mortgages, including equity loans, UK residential house price index tracking mortgages and interest bearing mortgages secured on UK property (“Mortgages”). Castle Trust also provides POS Loans through its wholly-owned subsidiary, OCRF.</p> <p>When providing Mortgages or POS Loans, Castle Trust seeks to match the property and interest exposure underlying the Mortgages or POS Loans, as the case may be, with the repayment obligations under Castle Trust’s funding liabilities.</p> <p>Liquid assets: Castle Trust targets a minimum of 10% of the amount invested by an Investor, being the number of Notes purchased multiplied by the issue price for the relevant Series (the “Investment Amount”), (up to a maximum of the total subscription proceeds not issued as either Mortgages or POS Loans) to be invested by Castle Trust into liquid assets with a maturity of less than two years. This is intended to ensure that Castle Trust has sufficient liquid reserves in order to fund the Interest and Final Redemption Amount payments due pursuant to the Borrower Loan Agreement. As at 30 September 2018, Castle Trust held around £118,514,000 of liquid assets. Castle Trust uses the advances under the Borrower Loan Agreement to fund its Mortgage business.</p> <p>Castle Trust is the immediate parent of the Issuer.</p> <p>The Issuer has appointed CTCM as its calculation agent, nominee for holders of the Notes and marketing manager in respect of the Notes. CTCM is a sister company of the Issuer. The Issuer has appointed JTC (Jersey) Limited, who is unconnected to the Issuer, as registrar of the Notes. The Issuer has appointed JTC (Trustees) UK Limited, who is unconnected to the Issuer, as “Trustee” (which expression includes all persons for the time being trustee or trustees appointed under the trust deed dated on or after the date of this Base Prospectus (as amended or supplemented from time to time, including 24 June 2015 and 13 June 2017)) between the Issuer and the Trustee (the “Trust Deed”).</p>
B.22	Statement regarding lack of operations/ financial statements since incorporation	Not applicable. The Issuer commenced operations on 9 July 2014. The Issuer published audited financial statements for the period ended 30 September 2018.

B.23

Historical key financial information regarding the Issuer

The table below sets out summary key information extracted from the audited financial statements of the Issuer for the period 1 October 2016 to 30 September 2017:

	2017 £'000	Restated 2016 £'000
Assets		
Loans and advances to group companies	600,120	409,726
Amounts due from group companies	1,749	9,271
Total assets	601,869	418,997
Liabilities		
Amounts due to customers	600,120	409,726
Amounts due to group companies	1,249	8,771
Total liabilities	601,369	418,497
Equity		
Called up share capital	50	50
Share premium	450	450
Retained earnings	-	-
Total equity	500	500
Total equity and liabilities	601,869	418,997

The table below sets out summary key information extracted from the audited financial statements of the Issuer for the period 1 October 2017 to 30 September 2018:

	30 September 2018 Audited £'000
Assets	
Loans and advances to group companies	721,288
Amounts due from group companies	1,396
Total assets	722,684
Liabilities	
Amounts due to customers	721,288
Amounts due to group companies	896
Total liabilities	722,184
Equity	
Called up share capital	50
Share premium	450
Retained earnings	-
Total equity	500
Total equity and liabilities	722,684

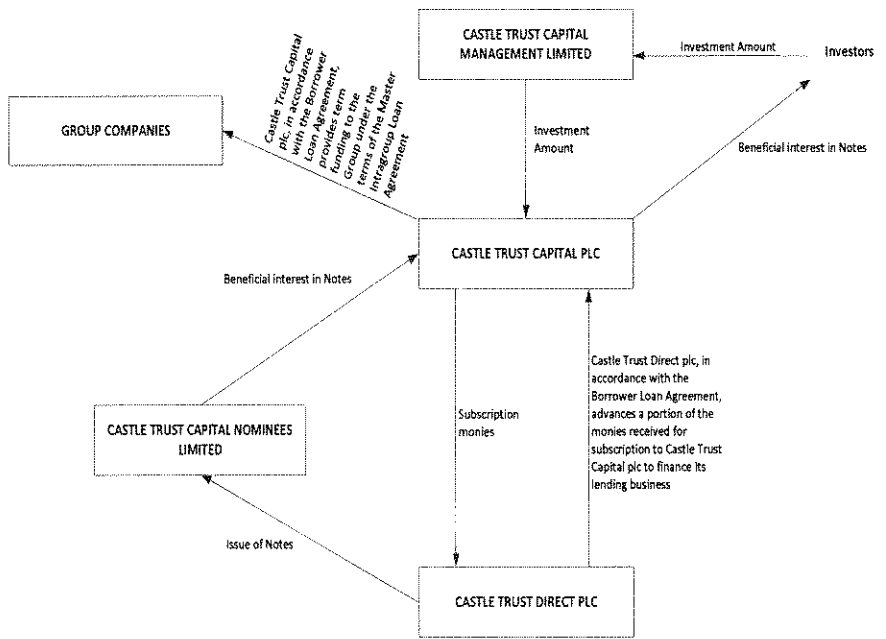
The table below sets out summary key information extracted from the interim financial statements of the Issuer for the period 1 October 2018 to 31 March 2019:

		31 March 2019
		£'000
		Assets
		Loans and advances to group companies
		723,976
		Amounts due from group companies
		1,395
		Total assets
		725,371
		Liabilities
		Amounts due to customers
		723,976
		Amounts due to group companies
		895
		Total liabilities
		724,871
		Equity
		Called up share capital
		50
		Share premium
		450
		Retained earnings
		-
		Total equity
		500
		Total equity and liabilities
		725,371
		As at the date of this document, there has been no significant change to the financial position of the Issuer during the period covered by the financial information above or since 31 March 2019.
B.24	Material adverse changes	As of the date of this document, there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements of for the period 1 October 2017 to 30 September 2018.
B.25	Description of underlying assets	<p>The Borrower Loan Agreement</p> <p>The Issuer entered into the Borrower Loan Agreement with Castle Trust on 3 July 2014, which was amended on 29 June 2015 to document CTF's accession to the Borrower Loan Agreement as an additional borrower and then further amended on 28 April 2017 to document CTT's accession to the Borrower Loan Agreement as an additional borrower. On 30 September 2019, the Borrower Loan Agreement was amended and restated to, amongst other things, remove CTF and CTT as parties, with Castle Trust and the Issuer assuming all obligations owing under the Borrower Loan Agreement. Under the Borrower Loan Agreement the Issuer pays the amount raised from the issue of the Notes (less certain costs payable by the Issuer) to Castle Trust. In return, Castle Trust agrees to pay to the Issuer an amount not less than the Interest and the Final Redemption Amount as the Notes mature.</p> <p>The Borrower Loan Agreement has the characteristics that demonstrate capacity to produce funds to service any payments due and payable on the Notes. However, the Interest and Final Redemption Amount payable to the Investors is dependent on the Borrowers' ability to meet their payment obligations under the Borrower Loan Agreement and the relevant Advance. The Borrower does not provide any security to the Issuer to meet their obligations under the Borrower Loan Agreement.</p> <p>Castle Trust meets its repayment obligations under the Borrower Loan Agreement to pay the Interest and the Final Redemption Amount by (i) providing Mortgages secured on UK property and investing in liquid assets, and (ii) using the income from the intercompany term loans it makes to certain Group companies under the Master Intragroup Loan Agreement to service its repayment obligations.</p> <p>Castle Trust's business</p> <p>Castle Trust's business model is based on (i) the provision of loans to the owners and developers of UK residential property secured by a mortgage, and (ii) through its subsidiary OCRF, the provision of loans to UK consumers</p>

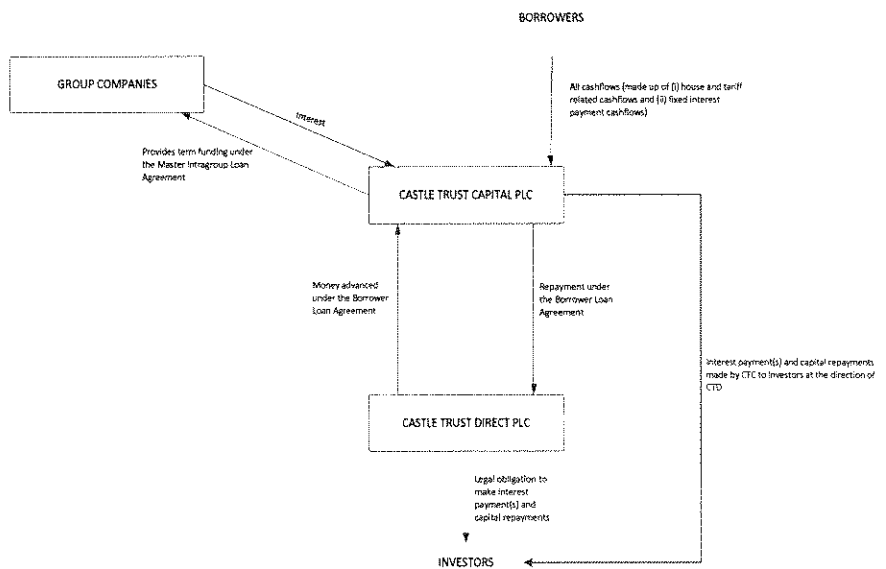
		<p>in order to finance, in full or in part, the purchase of certain products from certain suppliers who partner with OCRF. Castle Trust generates its margins on Mortgages through the accrual and/or regular payment of interest or, instead of collecting interest, by participating (on the basis of a pre-defined formula) in any rise in the value of the property upon which its Mortgages are secured. In some cases Castle Trust's returns are based on the movements of an Index rather than upon the value of the individual mortgaged property. Castle Trust Mortgages may, in some cases, include both house price linked and interest accruing features. Castle Trust generates its margins on POS Loans through the commission charged to the supplier on the products financed and/or the regular payment of interest.</p> <p>Each Mortgage represents a portion (typically, between 10% and 50%) of the value of each individual property. The individual, granular exposures from Castle Trust's Mortgages and POS Loans are pooled to achieve broad diversification. The element of exposure to house price movements which Castle Trust assumes through some of its Mortgages is offered to investors or counterparties who seek exposure to UK housing returns (including through Castle Trust's Housa investments). The element of exposure to UK interest rates which Castle Trust assumes through its Mortgages and POS Loans is offered to investors through the issue of Fortress Bonds.</p> <p>Liquid assets</p> <p>Castle Trust targets a minimum of 10% of the Investment Amount paid by Investors for their Notes (up to a maximum of the total subscription proceeds not issued as Mortgages) to be invested by Castle Trust into assets such as cash at bank, senior bank debt, externally managed liquidity funds, securities issued by the UK government and other high quality liquid assets (all with a maturity of less than or equal to two years). This is intended to ensure that Castle Trust has sufficient liquid reserves in order to fund the Interest and Final Redemption Amount payments due pursuant to the Borrower Loan Agreement. Investors do not have any rights over the mortgages or loans provided by Castle Trust nor the liquid assets it holds from time to time.</p>
B.26	Details of actively managed pool of assets	Not applicable; there is not an actively managed pool of assets backing the Notes.
B.27	Statement if further securities backed by same assets	There is not a separate identifiable pool of Mortgages or POS Loans backing each Advance under the Borrower Loan Agreement. Accordingly, the Issuer proposes to issue Notes and further Notes backed by the same assets, which will be announced to the market (including holders of the Notes) by the Issuer.
B.28	Transaction structure	<p>All Notes are first issued to Castle Trust on their respective issue dates and are then admitted to trading on (i) the regulated market of Euronext Dublin; or (ii) the Official List of The International Stock Exchange ("TISE") on the same business day, in accordance with the applicable Final Terms.</p> <p>Castle Trust sells the Notes to Investors who make valid applications during the offer period(s) for the relevant Series (the "Offer Period"). Castle Trust uses the sums received from Investors to discharge the outstanding inter-company loan created when the Notes are issued. Any Notes which are not sold during the Offer Period are redeemed. The Issuer advances all subscription monies for Notes (less certain fees payable to CTCM) to Castle Trust under the Borrower Loan Agreement. Castle Trust will pay interest to the Issuer on each Advance on (or immediately prior to) the Interest Payment Date(s) (if any) and/or the Maturity Date of the relevant Series.</p> <p>On the Maturity Date for each Series, the Advance made by the Issuer to Castle Trust in relation to that Series will mature and Castle Trust will pay the Issuer a sum not less than the Final Redemption Amount and any Interest due on the Maturity Date so that the Issuer may pay these sums to the relevant Investors and the Notes of such Series will be redeemed in full.</p>

		<p>The terms and conditions under which Investors purchase Notes from Castle Trust contain an obligation on Castle Trust to buy back the Notes held by Investors. This states that Castle Trust agrees to purchase the Notes held by that Investor on the Maturity Date if they have not been redeemed by the Issuer (as intended) by 14.00 on that day for an amount equal to the Final Redemption Amount and any Interest due but unpaid on the Notes. The structure is illustrated in the following diagrams:</p>
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1 Diagram of the Issue structure:



2 Interest payment(s) and capital repayments to Investors:



B.29	Flow of funds	<p>The Notes are issued to Castle Trust and the subscription amount is left outstanding on inter-company account.</p> <p>Castle Trust sells the Notes to Investors who make valid applications during the Offer Period. Castle Trust pays the sums received from the sale of the Notes to the Issuer to discharge the outstanding intercompany loan created when the Notes are issued to Castle Trust. Notes which are not sold to Investors during the Offer Period are redeemed.</p> <p>The Issuer advances all subscription monies received from Castle Trust (less certain costs payable by the Issuer) to Castle Trust under the Borrower Loan Agreement. The Issuer offsets its liability to pay the subscription monies to Castle Trust under the Borrower Loan Agreement against Castle Trust's liability to satisfy the intercompany debt for the subscription amount for the Notes. This reduces the number of money flows required.</p> <p>Interest is payable on the Notes at the times specified as Interest Payment Dates (if any), and/or the Maturity Date set out, in the applicable Final Terms. Interest is funded by the Borrowers' obligations under the Borrower Loan Agreement. Castle Trust targets a minimum of 10% of the Investment Amount paid by Investors for their Notes (up to a maximum of the total subscription proceeds not issued as Mortgages or POS Loans) to be invested by Castle Trust into liquid assets meaning Castle Trust should have sufficient liquid reserves in order to fund the Final Redemption Amount payments due.</p> <p>Payment of the Final Redemption Amount shall be made by the Issuer to Investors within three Business Days of the Maturity Date or, if the repayment of the Advance under the Borrower Loan Agreement to which the Notes relate is delayed, within three Business Days of such later date on which the amount of each repayment is actually received by the Issuer in cleared monies.</p>
B.30	Name/description of originators of securitised assets	<p>The only assets of the Issuer are the Borrowers' obligations under the Borrower Loan Agreement. Castle Trust is the borrower under the Borrower Loan Agreement and provides Mortgages to its customers and makes loans to Group companies under the Master Intragroup Loan Agreement. The business address of each of Castle Trust, CTF and CTT is: Tower 42, 25 Old Broad Street, London EC2N 1HQ.</p>

Section C – Securities		
C.1	Type and class of securities	<p>Series: 3 Year (Growth) January 2020 Notes</p> <p>Series Number: 552</p> <p>Aggregate Nominal Amount of the Series: £10,000,000</p> <p>Registered Notes: Global Certificate exchangeable for Individual Certificate only upon request to hold legal title to Notes</p> <p>ISIN Code: GB00BKD5DJ18</p> <p>Offer Period: 23 December 2019 – 31 January 2020</p> <p>Maturity Date: 1 February 2023 (subject to any extension)</p>
C.2	Currency of securities	Sterling
C.5	Restrictions on free transferability of securities	In relation to the United States, Notes are sold and offered outside the United States to non-U.S. persons in reliance on the exemption from registration provided by Regulation S under the United States Securities Act of 1933, as

		<p>amended. Selling restrictions also apply to offers, sales or transfers of the Notes under the applicable laws in various other jurisdictions.</p> <p>The minimum denomination of each Note will be £1.00.</p> <p>Subject to the above, the Notes will be freely transferable.</p>
C.8	Rights attached to securities including ranking and limitations on those rights	<p>Ranking</p> <p>The Notes are direct, unconditional, senior, unsubordinated and unsecured obligations of the Issuer that rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured, unsubordinated obligations of the Issuer.</p> <p>Negative pledge</p> <p>The Notes do not have the benefit of a negative pledge.</p> <p>Withholding tax</p> <p>All payments of principal and interest in respect of the Notes are made free and clear of withholding taxes of the United Kingdom, unless the withholding is required by law.</p> <p>In the event that any such deduction is required, neither the Issuer nor, as the case may be, Castle Trust will be required to pay any additional amounts to cover the amounts so deducted.</p> <p>Events of Default</p> <p>The Notes do not have the benefit of events of default.</p> <p>Meetings and modification</p> <p>Meetings of Noteholders may be called by the Issuer or by Noteholders to consider matters relating to the Notes, including the modification of the Note Conditions. The Note Conditions may be modified by a resolution passed by at least three quarters of the votes cast at such a meeting. Any modification so approved will be binding on all Noteholders.</p> <p>The Trustee may modify or amend the Note Conditions without the consent of Noteholders if, in its opinion, such amendment is to correct a manifest error; of a formal, minor or technical nature; or is not materially prejudicial to the interests of the Noteholders.</p> <p>Notices</p> <p>Notices shall be sent to Noteholders at their address on the Register, and shall be deemed to have been given on the fourth weekday after the date of sending.</p> <p>Governing law</p> <p>English law.</p> <p>Enforcement of Notes in Global Form</p> <p>In the case of Notes held in the form of a Global Certificate, individual Investors' rights against the Issuer will be governed by a Trust Deed dated 3 July 2014 (as amended from time to time including 24 June 2015, 13 June 2017, 20 March 2019 and 3 June 2019), a copy of which will be available for inspection at the registered office of the Issuer or the Trustee.</p>
C.9	Interest/ Redemption	<p>Interest</p> <p>Rate of Interest: 2.4899% per annum payable on the Maturity Date (as such rate may be: (i) increased to reflect an increase in the Rate of Interest by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period); and (ii) amended (as part of any extension) to the rate notified by the Issuer to the Noteholders prior to the Election Period) in arrear.</p> <p>Interest Payment Date(s): Maturity Date.</p>

		<p>Fixed Coupon Amount(s): £74.7657 per Calculation Amount (as such rate may be: (i) increased to reflect an increase in the Rate of Interest by the Issuer (if at all and at its absolute discretion) during the Offer Period and notified to Noteholders prior to the end of such period); and (ii) amended (as part of any extension) to the amount notified by the Issuer to the Noteholders prior to the Election Period).</p> <p>Floating Rate Notes are not being issued pursuant to these Final Terms.</p> <p>Return on redemption at maturity</p> <p>Final Redemption Amount: Unless previously redeemed and cancelled, each Note will be redeemed at its Final Redemption Amount of 100 per cent.</p> <p>Redemption of Castle Trust-held Notes at the option of the Issuer</p> <p>Redemption at the option of the Issuer: the Issuer may redeem all of the Notes in which Castle Trust has an interest: (i) (save for such Notes which Castle Trust indicates it will transfer to Investors subject to receipt of cleared funds) on the day before the Interest Commencement Date of: 1 February 2020 at the Final Redemption Amount of 100 per cent.; (ii) where Castle Trust has failed to discharge the inter-company debt owed to the Issuer in consequence of the initial subscription for the Notes by the end of the day falling four Business Days after the Interest Commencement Date of: 1 February 2020 at the Issue Price of: £1.00; and (iii) at any time giving not less than 5 Business Days' notice to redeem at the Optional Redemption Amount of: 100 per cent.</p> <p>Optional redemption (early encashment): Not applicable.</p> <p>Yield: Based upon the Issue Price of 100% of the Aggregate Nominal Amount, at 31 December 2019 the anticipated yield of the Notes is 2.35% per annum.</p> <p>Trustee for the Noteholders: JTC Trustees (UK) Limited (which expression includes all persons for the time being trustee or trustees appointed under the Trust Deed).</p>
C.10	Derivative components:	Not applicable; there is no derivative component in the interest payments made in respect of Notes.
C.11	Status of trading on regulated market	The Issuer has applied for the Notes to be admitted to trading on the regulated market of Euronext Dublin which is a regulated market for the purposes of MiFID II.
C.12	Minimum denomination of Issue	£1.00.

Section D – Risks

D.2	Key information on the key risks specific to the Issuer and Castle Trust	<p>The key risks specific to the Issuer are:</p> <ul style="list-style-type: none"> • the Issuer has no material assets save for the Borrowers' obligations under the Borrower Loan Agreement and therefore if the Borrowers fail to meet those obligations the Issuer will not be able to meet its obligations to Investors; • the Issuer's only investments for each Series are in the relevant Advance under the Borrower Loan Agreement and there is no counterparty risk diversification; and • the Issuer's only investors in each Series are retail investors investing
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		<p>in their individual capacities and there is a reliance on retail investors with minimal diversification at investor level which could lead to a reduction in available capital.</p> <p>The key risks specific to Castle Trust as the “Borrowers” are:</p> <ul style="list-style-type: none"> • Castle Trust is exposed to the risk of its borrowers defaulting on their repayment obligations, and its overall financial performance depends to a certain extent on a number of macroeconomic factors outside the control of Castle Trust which impact on UK housing demand and demand for mortgage lending and consumer lending in general, including political, financial and economic conditions. Factors include gross domestic product growth, unemployment rates, consumer confidence, the availability and cost of credit, taxation, and regulatory changes. These factors could reduce the level of demand for Mortgages and adversely impact the ability of borrowers to satisfy their repayment obligations; • Mortgages and POS Loans that have been originated by Castle Trust are unlikely to be easily sold by Castle Trust. If the period of time for which borrowers hold Mortgages is longer than usual for the UK mortgage market, or the period of time for which borrowers hold POS Loans is longer than is usual for the UK point-of-sale finance market, then Castle Trust may be unable to meet its obligations under the Borrower Loan Agreement because insufficient Mortgages and POS Loans have been repaid; • Castle Trust operates in a regulated environment. Non-compliance by Castle Trust with applicable laws, regulations and codes relevant to the financial services industry would lead to fines, inability to enforce interest income accrued, public reprimands, damage to reputation, increased prudential requirements, enforced suspension of operation or, in extreme cases, withdrawal of authorisation to operate; • Castle Trust’s future success depends to a significant degree upon the continued contribution of its key personnel, its ability to recruit, train, retain and motivate personnel, and to ensure that employment contract terms are appropriate; • Castle Trust is reliant on third party people, IT systems and architecture which are provided by and/or supported by third party vendors. A material systems failure could result in loss of key records, leading to financial loss and/or customer detriment; and • Castle Trust has determined that, as its business has grown and evolved, Castle Trust would benefit from conversion to a bank. Accordingly Castle Trust is in dialogue with the Prudential Regulation Authority (PRA) and the Financial Conduct Authority (FCA) in order to pursue a banking licence application. If Castle Trust did not secure a banking licence for any reason, and it was unable to generate its own capital rapidly (in the form of retained earnings), nor raise equity for growth, as an investment firm, then it is likely that Castle Trust’s assets and liabilities would grow at a much slower pace (if at all) and its prospects and profitability would be significantly diminished which could, in turn, adversely impact the Issuer’s ability to fulfil its obligations under the Notes.
D.3	<p>Key information on the key risks specific to the securities</p>	<p>The key risks specific to the Notes are:</p> <ul style="list-style-type: none"> • Investors’ capital is at risk. Investors may lose up to the entire value of their investment in the Notes as a result of the occurrence of: <ul style="list-style-type: none"> (a) the insolvency of the Issuer, and/or Castle Trust; and (b) amounts payable being subject to deduction for tax and/or expense; • the Borrower Loan Agreement is unsecured and Castle Trust does not

		<p>provide collateral in respect of its obligations under the Borrower Loan Agreement. The Notes are therefore subject to the credit risk of Castle Trust;</p> <ul style="list-style-type: none"> • in the event that Castle Trust has insufficient reserves to repurchase all Notes maturing, qualifying Investors' only recourse will be to seek compensation from the FSCS (under which, at the date of this document, they may seek to recover up to £85,000 of losses, provided they are an eligible claimant); and • otherwise, in the event that Castle Trust has insufficient reserves to pay to the Issuer the Final Redemption Amount for, and any Interest due on, the Notes as they mature, all affected Investors would rank as ordinary unsecured creditors of the Issuer to the extent that the Issuer has insufficient funds to pay in full the Final Redemption Amount and/or any Interest due on their Notes.
Section E – Offer		
E.2b	Reasons for offer; use of proceeds	<p>The net proceeds from the issue of Notes are used by the Issuer to invest in the Advance for that Series under the Borrower Loan Agreement. This is in line with the investment objective to pay to Investors the Final Redemption Amount at the Maturity Date and to pay interest on the relevant Interest Payment Date(s) and/or the Maturity Date.</p> <p>Castle Trust uses the funds it receives from the Issuer under the Borrower Loan Agreement to lend Mortgages (with a target of a maximum of 85% of such funds received) and also to invest in liquid assets (with a target of a minimum of 10% of such assets). Obligations under the Borrower Loan Agreement mean that Castle Trust must pay the Issuer an amount equal to the Final Redemption Amount as Notes mature and to pay interest on the relevant Interest Payment Date(s) and/or the Maturity Date.</p>
E.3	Description of terms and conditions of Offer	<p>Offer Period: 23 December 2019 – 31 January 2020</p> <p>Amount of any expenses and taxes specifically charged to the Investor: Not Applicable</p> <p>Names and address of the entities which have a firm commitment to act as intermediaries in secondary trading, providing liquidity through bid and offer rates and description of the main terms of their commitment: Castle Trust Capital plc, 10 Norwich Street, London EC4A 1BD. See Parts X and XIX of the Base Prospectus.</p>
E.4	Description of any interests	<p>Save for certain fees payable to CTCM (equal to 2.5% per annum of Aggregate Nominal Amount of the Series) in connection with the issue of the Notes and the net amounts of the Notes advanced to Castle Trust under the Borrower Loan Agreement, no person involved in the issue of the Notes has an interest material to the offer.</p>
E.7	Estimated expenses charged to Investor	<p>Investors who invest directly with Castle Trust are not subject to an initial charge.</p> <p>No other charges are levied on Investors by the Issuer.</p> <p>Investors may be subject to third party charges from financial intermediaries or service providers in relation to the Fortress Bonds.</p>

