**MBA COMMUNITY LOANS PLC**

*(Incorporated with limited liability in Ireland under registered number 486917)*

**€1,000,000,000**

**Note Programme**

**PART A – CONTRACTUAL TERMS**

**AMENDED: 5 MAY 2016**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 12 August 2015 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the Prospectus Directive). This document constitutes the Final Terms of the Notes described herein. These Final Terms have been prepared 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 these Final Terms and the Base Prospectus. The Base Prospectus is also published on the website of the ISE (www.ise.ie).

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| 1. | Issuer: | MBA Community Loans plc |
| 2. | (a) Series Number: | 74 |
| | (b) Tranche Number: | 1 |
| 3. | Specified Currency: | GBP |
| 4. | Aggregate Notional Amount: | |
| | Series: | Up to GBP 10,000,000 |
| | Tranche: | As above |
| 5. | Issue Date: | 22 September 2016 |
| 6. | (a) Minimum Denomination: | GBP 1.00 |
| | (b) Minimum Trading Amount: | GBP 1,000.00 |
| 7. | (a) Interest Commencement Date (if different from the Issue Date): | Not Applicable |
| | (b) Issue Price: | 100 per cent |
| 8. | Maturity Date: | 15 April 2028 |
| 9. | Status of the Notes: | Secured among themselves as described in Condition 4.1 |
| 10. | In Specie Subscription: | Not Applicable |

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| 11. | Method of distribution: | Directly to investors |
| 12. | Governing law: | Irish |

**PROVISIONS RELATING TO INTEREST PAYABLE**

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| 13. | Interest: | Pursuant to Condition 5.1, on each Payment Date, interest is payable on an available funds basis calculated in accordance with the Priorities of Payments in an amount up to the Accrued Interest Balance (as described in Condition 1). |
| 14. | Payment Date(s): | |

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|---|---|---|
| 15-Apr-2018 | 15-Jul-2018 | 15-Oct-2018 |
| 15-Jan-2019 | 15-Apr-2019 | 15-Jul-2019 |
| 15-Oct-2019 | 15-Jan-2020 | 15-Apr-2020 |
| 15-Jul-2020 | 15-Oct-2020 | 15-Jan-2021 |
| 15-Apr-2021 | 15-Jul-2021 | 15-Oct-2021 |
| 15-Jan-2022 | 15-Apr-2022 | 15-Jul-2022 |
| 15-Oct-2022 | 15-Jan-2023 | 15-Apr-2023 |
| 15-Jul-2023 | 15-Oct-2023 | 15-Jan-2024 |
| 15-Apr-2024 | 15-Jul-2024 | 15-Oct-2024 |
| 15-Jan-2025 | 15-Apr-2025 | 15-Jul-2025 |
| 15-Oct-2025 | 15-Jan-2026 | 15-Apr-2026 |
| 15-Jul-2026 | 15-Oct-2026 | 15-Jan-2027 |
| 15-Apr-2027 | 15-Jul-2027 | 15-Oct-2027 |
| 15-Jan-2028 | 15-Apr-2028 | |

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| 15. | Calculation Date(s): | As described in Condition 1 |
| 16. | Base Rate: | 3 Month GBP Libor |
| 17. | Target Interest Rate: | 4.50% above the Base Rate[1] |
| 18. | Interest Periods: | As described in Condition 1 |
| 19. | Target Day Count Fraction: | As described in Condition 1 |
| 20. | Target Interest Rate Determination Date(s): | As described in Condition 1 |
| 21. | Target Interest Rate Determination Basis: | As described in Condition 1 |

**PROVISIONS RELATING TO PRINCIPAL PAYMENTS / PARTIAL REDEMPTION**

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| 22. | Principal Payments: | On each Payment Date, an amount of principal shall be payable on an available funds basis in accordance with the Priorities of Payments as set out in Condition 4.2. |

**PROVISIONS RELATING TO FINAL REDEMPTION**

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| 23. | Issuer's Option to Extend Maturity (Condition 7.4) | Yes |

**GENERAL PROVISIONS APPLICABLE**

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| 24. | Form of Notes: | Registered |
| | Certificate: | Permanent Global Certificate exchangeable for Certificates on 30 days' notice in the circumstances specified in the permanent Global Certificate |

**PROVISIONS RELATING TO FINANCIAL GUARANTEE**

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| 25. | Financial Guarantee: | Not applicable |
| 26. | Style of Financial Guarantee: | Not applicable |
| 27. | Financial Guarantor: | Not applicable |
| 28. | Default Rate: | Not applicable |
| 29. | Guaranteed Amount: | Not applicable |

**PROVISIONS RELATING TO STUDENT LOANS**

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| 30. | Eligible Institutions: | University of Oxford which includes each school, college and educational institution of University of Oxford of Park End Street, Oxford, OX1 1HP, UK[2] |

[1] Target Interest Rate changed from 4.10% above the Base Rate to 4.50% above the Base Rate.

[2] Eligible Institution changed from "University of Oxford, Said Business School of Park End Street, Oxford OX1, 1HP, UK" to "University of Oxford which includes each school, college and educational institution of University of Oxford of Park End Street, Oxford, OX1, 1HP, UK".

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| 31. | Eligible Courses: | Masters Degrees |
| 32. | Acquisition Period: | The period beginning on the Issue Date and ending 14 April 2018. |
| 33. | Overcapitalisation Level: | 10% |
| 34. | Borrower life cover requirements: | Not applicable |
| 35. | Permitted loan purposes: | Payment of tuition fees and living and related expenses |
| 36. | Loan advance arrangements: | Tuition fees and living and related expenses to be paid to Eligible Institution. |
| 37. | Refinancing of student loan: | Not applicable |
| 38. | Student geographic concentration: | Not expected |

**PROVISIONS RELATING TO FEES AND EXPENSES**

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| 39. | Origination Fee: | 0.75% (subject to a minimum of GBP 13,500.00) |
| 40. | Servicing and Management Fee: | 2.00% |

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Main Securities Market of the Irish Stock Exchange of the Notes described herein pursuant to the €1,000,000,000 Note Programme of the Issuer.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Base Prospectus referred to above, contains all information that is material to the issue of the Notes.

Signed on behalf of the Issuer:

By: _____

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

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| (i) Listing: | Official List of the Irish Stock Exchange Austria, Belgium, Bulgaria, Cyprus, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Italy, Latvia, Lithuania, Luxembourg, Malta, Norway, Poland, Portugal, Romania, Slovenia, Slovak Republic, Spain, Sweden, the Czech Republic, the Netherlands and the United Kingdom. |
| (ii) Admission to trading: | Application has been made for the Notes to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from 23 September 2016. |

### 2. NOTIFICATION

The Central Bank of Ireland has provided the competent authorities in Austria, Belgium, Bulgaria, Cyprus, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Italy, Latvia, Lithuania, Luxembourg, Malta, Norway, Poland, Portugal, Romania, Slovenia, Slovak Republic, Spain, Sweden, the Czech Republic, the Netherlands and the United Kingdom with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

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

Save for any fees payable to Prodigy Finance, the Trustee, the Corporate Services Provider and SGBT, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| (i) Reasons for the offer: | The net proceeds of the issue of the Notes will be used by the Issuer to acquire Student Loans which meet the Eligibility Criteria from the Loan Manager and in accordance with the terms of the Base Prospectus. |
| (ii) Estimated net proceeds: | Up to GBP 10,000,000 |
| (iii) Estimated total expenses: | All expenses relating to the issue of the Notes will be discharged by the Loan Manager. |

### 5. HISTORIC INTEREST RATES

Details of historic LIBOR Rates can be obtained from www.bbalibor.com.

## 6. OPERATIONAL INFORMATION

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| (i) ISIN Code: | XS1368747215 |
| (ii) Common Code: | 136874721 |
| (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s): | Not Applicable |
| (iv) Delivery: | As agreed with investors |
| (v) The Agents appointed in respect of the Notes are: | LOAN MANAGER, CALCULATION AGENT AND TRANSFER AGENT: Prodigy Finance Limited<br><br>REGISTRAR: Société Générale Bank & Trust<br><br>CORPORATE SERVICES PROVIDER: Capita International Financial Services (Ireland) Limited<br><br>PRINCIPAL PAYING AGENT: Société Générale Bank & Trust |
| (vi) Trustee: | Capita Trust Company Limited |

## 7. DISTRIBUTION

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| (i) Public Offer: | An offer of the Notes may be made by Prodigy Finance and the other Authorised Offerors identified in paragraph (ii) below other than pursuant to Article 3(2) of the Prospectus Directive in Austria, Belgium, Bulgaria, Cyprus, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Norway, Poland, Portugal, Romania, Slovenia, Slovak Republic, Spain, Sweden, the Czech Republic, the Netherlands and the United Kingdom, (Public Offer Jurisdictions) during the Offer Period. See further Paragraph 8 of Part B below. |
| (ii) Authorised Offerors: | The financial intermediaries specified below and any additional financial intermediaries who obtain the Issuer's consent to use the Base Prospectus in connection with the Public Offer and which are identified on the website of Prodigy Finance (http://s3.prodigyfinance.com/authorised).<br><br><u>Specified Financial Intermediaries</u><br><br>Not Applicable |

## 8. TERMS AND CONDITIONS OF THE OFFER

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| Offer Price: | Issue Price |
| Conditions to which the offer is subject: | Applications will be conditional upon: (i) the applicant entering into a Subscription Agreement (a copy of which is available from Prodigy Finance) to be received by, or on behalf of, the Issuer prior to 5.00pm two Business Days prior to the Issue Date; (ii) the absolute discretion of the Issuer to reject any application; and (iii) the Issuer proceeding with the Issue of the Notes. |
| Description of the application process: | Applications for Notes should be made directly to Prodigy Finance on behalf of the Issuer. |

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| Details of the minimum and/or maximum amount of application: | Applications must be made in a minimum amount of £10,000. A maximum limit of £10,000,000 applies to applications. |
| Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: | There will be no refund as investors will not be required to pay for any Notes until any application for Notes has been accepted and the Notes allotted. |
| Time period during which the offer will be open: | The period from 23 February 2016 until 5.00pm two Business Days prior to the Issue Date (Offer Period). The Offer Period may be shortened or lengthened by the Issuer and details of any such change will be specified in an announcement to be published on the website of the ISE (www.ise.ie). |
| Details of the method and time limits for paying up and delivering the Notes: | The Notes will be issued on the Issue Date against payment to the Issuer of the subscription monies. |
| Manner in and date on which results of the offer are to be made public: | The results of the offer will be specified in an announcement by the Issuer to be published on the website of the ISE (www.ise.ie). The announcement will be made after the end of the Offer Period and before the Issue Date. It is expected that the announcement will be made on or around 21 September 2016. |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| Whether tranche(s) have been reserved for certain countries: | Not Applicable |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Investors will be notified by Prodigy Finance of their allocation of Notes. The Issuer has not made any arrangements to facilitate dealing of the Notes before this notification is made. |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | No expenses or taxes upon issue will be allocated by the Issuer to any investor. |