

Green Development Notes 2 | Telekia, Compartment 2

This is an additional Reference Portfolio Component as part of a notional Reference Portfolio prepared by the Reference Portfolio Advisor solely for the purposes of being used as underlying of the Green Development Notes 2 due 2028.

This Section provides detailed description of an additional Reference Portfolio Component comprised in the Reference Portfolio as of 8th December 2023 (Adhoc Valuation).

1.5 ACE Italy Projects I Bonds 2

The EUR 20,000,000 uncleared bearer bonds (the "ACE Italy Project I Bonds 2") are issued by ACE Italy Projects I S.à r.l. ("ACE Italy Project I"), incorporated as a private company with limited liability (société à responsabilité limitée) under the laws of the Grand Duchy of Luxembourg, with its registered office at 17, Am Scheerleck, L-6868 Wecker, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies (Registre de Commerce et des Sociétés) under number B 230452.

Issuer

ACE Italy Projects I has been established as a development company.

The purpose of ACE Italy Projects I is the acquisition and holding of participations in any form in existing or to be established domestic and foreign companies or enterprises. ACE Italy Projects I may, in particular, carry out the following activities in its jurisdiction of incorporation and in other countries: (i) the acquisition of participations in companies or undertakings by means of a cash contribution, transfer of assets, merger or in any other permissible manner; (ii) the formation of companies or undertakings; (iii) the raising of loans of any kind under all legally permissible conditions, and in particular the issue of debt securities of any kind; (iv) the conclusion of or participation in financing or the granting of securities for its own purposes or for the benefit of companies or undertakings in which ACE Italy Projects I holds direct or indirect participations or which are part of the group of companies to which ACE Italy Projects I belongs; (v) to grant loans in any form to companies or undertakings in which it holds a direct or indirect participation or which form part of the group of companies to which ACE Italy Projects I belongs; (vi) to carry out studies and to provide technical, legal, accounting, financial, commercial and administrative or managerial support services on behalf of companies or undertakings.

Form and Denomination

The ACE Italy Project I Bonds 2 are issued by ACE Italy Project I as uncleared bearer bonds without a fixed denomination.

Each ACE Italy Project I Bonds 2 is constituted by the execution by ACE Italy Project I of a bearer bond certificate which embodies the rights arising out of such ACE Italy Project I Bonds 2.

The nominal amount of each ACE Italy Project I Bonds 2 is stated on the relevant bearer bond certificate.

Transfer and Title

The ACE Italy Project I Bonds 2 are freely transferrable. Title to each ACE Italy Project I Bonds 2 passes by physical transfer of the relevant bearer bond certificate. Each ACE Italy Project I Bonds 2 may be transferred in whole but not in part.

The ACE Italy Project I Bonds 2 are not cleared.

Maturity

The scheduled maturity date of the ACE Italy Project I Bonds 2 is 30 June 2025.

Status and Ranking

The ACE Italy Project I Bonds 2 constitute direct, unsecured obligations of ACE Italy Project I and rank pari passu and rateably, without any preference among themselves, with all other existing direct, unsecured obligations of ACE Italy Project I arising under or in connection with any debt securities issued by ACE Italy Project I. The ACE Italy Project I Bonds 2 rank junior to ACE Italy Project I's obligations under any loans. In the event of ACE Italy Project I's insolvency (including bankruptcy, insolvency and voluntary or judicial liquidation), the ranking of the ACE Italy Project I Bonds 2 may be affected by the applicable laws relating to creditors' rights generally.

Interest / Coupon

Each ACE Italy Project I Bonds 2 bears interest on its outstanding nominal amount from but excluding the issue date at a fixed rate of 11.00 % per annum, accruing on a daily basis and payable in arrear, upon the redemption of such ACE Italy Project I Bonds 2.

Redemption Rights

ACE Italy Project I is entitled to redeem each ACE Italy Project I Bond 2 in whole or in part without notice. ACE Italy Project I shall redeem each ACE Italy Project I Bond 2 at the latest on the scheduled maturity date. Upon redemption, each holder of a ACE Italy Project I Bond 2 is entitled to receive from ACE Italy Project I payment of a redemption amount equal to the outstanding nominal amount in respect of such ACE Italy Project I Bond 2 plus accrued interest. In case of redemption in part, the holder of each ACE Italy Project I Bond 2 is entitled to elect whether the amount payable by ACE Italy Project I shall be treated as principal, interest or a combination of the two.

The holders of the ACE Italy Project I Bonds 2 do not have any ordinary termination, redemption or exercise rights.

Governing Law

The ACE Italy Project I Bonds 2 are governed by, and shall be construed in accordance with, Luxembourg law.

Originator

The Reference Portfolio Advisor is the originator of the ACE Italy Project I Bonds 2. For the full name, address and significant business activities of the Reference Portfolio Advisor, see section "6.2 Reference Portfolio Advisor" of the Prospectus.

Source of Information

The information in respect of the ACE Italy Project I Bonds 2 contained in this section "1.5 ACE Italy Project I Bonds 2" has been provided by ACE Italy Project I in the terms and conditions of the ACE Italy Project I Bonds 2 and has been summarised and provided to the Issuer by the Reference Portfolio Advisor.

So far as the Issuer is aware and is able to ascertain from information published by ACE Italy Project I no facts have been omitted which would render the reproduced information misleading.