

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 30th June 2024 (Valuation).

1.8 European Sustainable Projects IV Bonds 2

The EUR 3,500,000 unsecured bearer bonds (the "ESP IV Bonds 2") are issued by European Sustainable Projects IV S.à r.l. ("ESP IV"), 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 23, 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 249637.

Issuer

ESP IV has been established as a development company.

The purpose of ESP IV is the acquisition and holding of participations in any form in existing or to be established domestic and foreign companies or enterprises. ESP IV 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 security for its own purposes or for the benefit of companies or undertakings in which Sustainable Projects IV holds direct or indirect participations or which are part of the group of companies to which ESP IV 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 ESP IV 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 ESP IV Bonds 2 are issued by ESP IV as unsecured bearer bonds without a fixed denomination.

Each ESP IV is constituted by the execution by ESP IV of a bearer bond certificate which embodies the rights arising out of such ESP IV Bonds 2.

The nominal amount of each ESP IV Bonds 2 is stated on the relevant bearer bond certificate.

Transfer and Title

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

The ESP IV Bonds 2 are not cleared.

Maturity

The scheduled maturity date of the ESP IV Bonds 2 is 30 November 2024.

Status and Ranking

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

Interest / Coupon

Each ESP IV Bonds 2 bears interest on its outstanding nominal amount from but excluding the issue date at a fixed rate of 10.00 % per annum, accruing on a daily basis and payable in arrear, upon the redemption of such ESP IV Bonds 2.

Redemption Rights

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

The holders of the ESP IV Bonds 2 do not have any ordinary termination, redemption or exercise rights.

Governing Law

The ESP IV Bonds 2 are governed by, and shall be construed in accordance with, Luxembourg law.

Originator

The Reference Portfolio Advisor is the originator of the ESP IV 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 ESP IV Bonds 2 contained in this section "1.8 European Sustainable Projects IV Bonds 2" has been provided by ESP IV in the terms and conditions of the ESP IV 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 ESP IV no facts have been omitted which would render the reproduced information misleading.