
FINAL TERMS

Traianus DAC

(a designated activity company with limited liability incorporated in Ireland under company registration number 678014 and legal entity identifier (LEI) code 549300GE54HN4W1EM031)

Issue of EUR 10,700,000 Series 1 Notes (the “Notes”)

Under the EUR 10,000,000,000 Note Programme

Final Terms dated 24 June 2022

The target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments (as amended, “**MiFID II**”); 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 target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

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 at any time to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2016/97/EU, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIPs 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 PRIPs Regulation.

THESE FINAL TERMS DO NOT CONSTITUTE A PROSPECTUS OR FINAL TERMS FOR THE PURPOSES OF ARTICLES 6.3 OR 8.3 OF THE PROSPECTUS REGULATION.

The following (including the amendments to the Conditions attached hereto) shall complete, modify and amend the Master Conditions as set out in Programme Memorandum which shall apply to the Notes as so completed, modified and amended. Unless the context otherwise requires, capitalised terms used and not otherwise defined in the Master Conditions referred to above as completed, modified and amended by the following, shall have the meaning respectively ascribed to them in the Programme Memorandum (*documento base informativo de*

incorporación) dated 23 February 2022 (the “**Programme Memorandum**”) relating to the EUR 10,000,000,000 Note Programme (the “**Programme**”) approved by Traianus DAC (the “**Issuer**”) on 21 February 2022. This document constitutes the final terms and conditions (*términos y condiciones finales*) of the Notes (the “**Final Terms**”) described herein and must be read in conjunction with the Programme Memorandum. The Programme Memorandum and these Final Terms has been prepared in compliance the *Circular 2/2018, de 4 de diciembre, sobre incorporación y exclusión de valores en el Mercado Alternativo de Renta Fija*. 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 Programme Memorandum. The Programme Memorandum has been admitted (*incorporado*) on the Spanish multilateral trading facility for debt securities (Mercado Alternativo de Renta Fija) (the “**MARF**”) and has been published on its website at www.bmerf.es.

PERSONS RESPONSIBLE

Mrs. Sandra Smyth, acting on behalf of and representing the Issuer, as a director of the Issuer, is responsible for the content of these Final Terms which complement the Programme Memorandum and is expressly authorized to execute and grant any public or private documents as may be necessary for the proper issuance and admission of the Notes on the MARF.

Mrs. Sandra Smyth, hereby declares that (i) the information contained in these Final Terms is, to her knowledge and after executing the reasonable diligence to ensure that it is as stated, compliant with the facts and does not omit any relevant fact likely to affect its content; and (ii) the Notes issued under these Final Terms together with the total amount of Notes issued under the Programme are within the maximum aggregate nominal amount (EUR 10,000,000,000) of the Programme.

- | | | |
|----|---------------------------|---|
| 1. | Issuer: | Traianus DAC |
| 2. | Instruments: | Notes (bonds) |
| 3. | (i) Series Number: | 1 |
| | (ii) Series Currency: | EUR |
| 4. | Fungible: | Applicable. The Notes shall be fungible with the EUR 16,500,000 Series 1 Notes (ISIN: XS2462470993) as of the Issue Date. |
| 5. | Portfolio Manager: | BlackRock Investment Management (UK) Limited |
| 6. | Issuing and Paying Agent: | The Bank of New York Mellon, London Branch |
| 7. | Account Bank: | The Bank of New York Mellon, London Branch |
| 8. | Registrar: | The Bank of New York Mellon SA/NV, Dublin Branch |

9. Custodian: The Bank of New York Mellon (International) Limited
10. Registered Advisor: VGM Advisory Partners, S.L.U.
11. Number of Notes: 107
12. ISIN of the Notes: XS2462470993
13. (i) Issue Date of the Notes: 24 June 2022
- (ii) Principal Drawdown date of the Notes: 22 June 2022
14. Final Redemption Date: 31 March 2072
15. Early redemption: Permitted
16. (i) Principal Amount Outstanding of the Series: EUR 16,500,000
- (ii) Principal Drawdown on the Notes: EUR 10,700,000
- (iii) Principal Amount Outstanding of the Series (taking into account the Principal Drawdown on the Notes): EUR 27,200,000
17. Maximum Principal Amount of the Series: EUR 300,000,000
18. (i) Issue Price: 100 per cent.
- (ii) Cash amount paid for the Series: EUR 27,200,000
- (iii) Cash amount paid for the Principal Drawdown on the Notes: EUR 10,700,000
19. Authorised Denomination: EUR 100,000

Provisions relating to interest payable

- | | | |
|-----|----------------------------|--|
| 20. | Interest Rate: | Variable, which is calculated on the Interest Accrual Date. |
| 21. | Interest Period: | The period from (and including) one Interest Accrual Date to (but excluding) the immediately following Interest Accrual Date, with the first Interest Period commencing on (and including) the Issue Date and ending on (but excluding) the first Interest Accrual Date. |
| 22. | Interest Payment Date(s): | 15 March, 15 June, 15 September and 15 December in each calendar year, with the first Interest Payment Date being 15 September 2022. |
| 23. | Interest Accrual Date(s): | 31 March, 30 June, 30 September and 31 December in each calendar year, with the first Interest Accrual Date being 30 June 2022. |
| 24. | Other interest provisions: | Not Applicable. |

General provisions applicable to the Notes

- | | | |
|-----|---|--|
| 25. | Form: | Global Registered Certificate registered in the name of a nominee for a Common Depositary for Euroclear and Clearstream, Luxembourg exchangeable for definitive Registered Certificates in accordance with the Conditions. |
| 26. | Held under New Safekeeping Structure: | Not Applicable |
| 27. | Clearing and settlement system: | Euroclear Bank S.A./N.V. and Clearstream Banking, S.A. |
| 28. | Details of any additions or variations to the Selling Restrictions: | None |
| 29. | Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of this Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper (and |

registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

30. Ratings:

The Notes to be issued have been rated as follows by Ethifinance Ratings, S.L. (previously Axesor Risk Management, S.L.) in accordance with its “Methodological Assumptions – Structured Finance Criteria – March 2021” and “Structured Finance – SME CLO criteria – March 2021” methodologies: **BBB**

Ethifinance Ratings, S.L. is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the “**CRA Regulation**”).

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

31. Listing and admission to trading:

Application will be made by the Issuer (or on its behalf) for the Notes to be listed and admitted to trading on the Spanish multilateral trading facility for debt securities (*Mercado Alternativo de Renta Fija*) (“**MARF**”). The Issuer undertakes to carry out all the necessary actions for the Notes to be listed and admitted to trading on the MARF within 30 calendar days from the Issue Date. No assurance can be given that such listing will be obtained and / or maintained. The Principal Amount Outstanding of the Series is listed and admitted to trading on the MARF.

32. Estimate of total expenses related to EUR 2,000
the notes issuance and admission to
trading:

33. Governing law of the Notes: The Notes are governed by Irish law.

**RESOLUTIONS AND APPROVALS UNDER WHICH THE NOTES HAVE BEEN CREATED OR
ISSUED**

- The issue of the Notes was authorised by a resolution of the board of directors of the Issuer passed on 10 June 2022.

As the persons responsible for these Final Terms on behalf of the Issuer:

Sandra Smyth
Director