



Final Terms dated 3 October 2024

AS Citadele banka

**Issue of up to € 35,000,000 Bonds due 2026 under
the € 100,000,000 First Senior Unsecured Preferred Fixed/Floating Rate Bonds Programme**

Terms used herein have the meaning given to them in the Base Prospectus of € 100,000,000 First Senior Unsecured Preferred Fixed/Floating Rate Bonds Programme of AS Citadele banka dated 30 September 2024 (the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"). References herein to „the Base Prospectus" shall, where applicable, be deemed to be references to the Base Prospectus as supplemented or amended from time to time.

This document constitutes the Final Terms of the Bonds described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplement thereto. Full information on Citadele and the offer of the Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the issue of the Bonds is annexed to these Final Terms.

The Base Prospectus is available for viewing at Citadele's website www.cblgroup.com.

MiFID II product governance / Professional investors and eligible counterparties only target market: Solely for the purposes of each manufacturers' product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, as amended ("**MiFID II**") and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MiFIR II product governance / Professional investors and eligible counterparties only target market: Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("**EUWA**"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

The Offer is directed to the qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in Latvia and Estonia, as well as to qualified investors located in the Member State of the EEA (other than Latvia and Estonia) pursuant to an exemption under Article 1(4) of the Prospectus Regulation.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Bonds are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the 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 Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU, as amended (“**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 of the European Parliament and of the Council of 20 January 2016 on insurance distribution, as amended, 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 the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs), as amended, (“**PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Bonds are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to, any retail investor in the United Kingdom (“**UK**”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (“**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in the Prospectus Regulation as it forms part of UK domestic law by virtue of the EUWA, as amended. Consequently, no key information document required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA, as amended (“**UK PRIIPs Regulation**”) for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

- | | |
|---------------------------|--|
| 1. Issuer: | AS Citadele banka |
| 2. Series Number: | 1 |
| 3. Tranche Number: | 1 (this Series will consist of only one Tranche) |
| 4. ISIN Code: | LV0000804334 |
| 5. Currency of the issue: | Euros (EUR) |

- | | | |
|-----|--|---|
| 6. | Aggregate principal amount: ¹ | from € 10,000,000 up to € 35,000,000 |
| 7. | Nominal value of the Bond: | € 10,000 |
| 8. | Issue Date: ² | 14 October 2024 |
| 9. | Applicable Interest Rate: ³ | |
| | - Fixed Interest Rate: | 5% per annum |
| | - Indicators for determining the Floating Interest Rate: | <ul style="list-style-type: none"> - Margin: 2.30% per annum; and - Screen Rate: EURIBOR 3 months (i.e., the euro interbank offered rate administered by the European Money Markets Institute (or any other person which takes over the administration of that rate) for 3 months period) which appears on EUR003M Index (Bloomberg) (or such replacement page or pages on that service which displays the information) per annum |
| 10. | Interest Payment Dates: ⁴ | |
| | - Before the Reset Date: | 14 April and 14 October |
| | - After the Reset Date: | 14 January, 14 April, 14 July and 14 October |
| 11. | Reset Date: ⁵ | 14 October 2025 |
| 12. | Calculation Agent: | AS Citadele banka |

¹ Citadele has a right to increase or decrease the aggregate principal amount of the Tranche, provided that the maximum aggregate nominal amount of all Bonds outstanding issued under the Programme shall not at any time exceed € 100,000,000. The final aggregate principal amount of the Tranche will be specified in the Final Terms which will be published after allotment of the Bonds to the investors.

² The Offer Period may be extended by Citadele according to the section entitled "General Terms and Conditions of the Offer – Offer Period" of the Base Prospectus. If the Offer Period is extended, the final Issue Date will be rescheduled by Citadele proportionally to the length of extension of the Offer Period and specified in the Final Terms which will be published after allotment of the Bonds to the investors.

³ Citadele has a right at its sole discretion to amend the Applicable Interest Rate, in particular, the Fixed Interest Rate and/or the indicators for determining the Floating Interest Rate, once or several times until the end of the applicable Offer Period and announce the updated Applicable Interest Rate, in particular, the Fixed Interest Rate and/or the indicators for determining the Floating Interest Rate (the "**Updated Applicable Interest Rate**"). The Updated Applicable Interest Rate will be published on Citadele's website www.cblgroup.com. Investors should follow the information on the aforementioned website and they shall have a right to modify or cancel their Purchase Orders if the Applicable Interest Rate has been updated, provided that such modification or cancellation of the Purchase Order is received by Citadele before the end of the applicable Offer Period. If during the Offer Period Citadele amends the Applicable Interest Rate, the final Applicable Interest Rate will be reflected in the Final Terms which will be published after allotment of the Bonds to the investors. A number of factors may be considered in determining the Updated Applicable Interest Rate, inter alia, the level and nature of the demand for the Bonds of the respective Tranche by the investors and prevailing market conditions.

⁴ The Offer Period may be extended by Citadele according to the section entitled "General Terms and Conditions of the Offer – Offer Period" of the Base Prospectus. If the Offer Period is extended, the final Interest Payment Dates will be rescheduled by Citadele proportionally to the length of extension of the Offer Period and specified in the Final Terms which will be published after allotment of the Bonds to the investors.

⁵ The Offer Period may be extended by Citadele according to the section entitled "General Terms and Conditions of the Offer – Offer Period" of the Base Prospectus. If the Offer Period is extended, the final Reset Date will be rescheduled by Citadele proportionally to the length of extension of the Offer Period and specified in the Final Terms which will be published after allotment of the Bonds to the investors.

- | | | |
|-----|--|--|
| 13. | Maturity Date: ⁶ | 14 October 2026 |
| 14. | Issue Price: ⁷ | 100% of the Nominal Value of the Bond |
| 15. | Minimum Investment Amount: | 10 (ten) Bonds |
| 16. | Yield: ⁸ | [●] |
| 17. | Offer Period: ⁹ | from 10:00 (Latvian time) on 7 October 2024 until 15:30 (Latvian time) on 10 October 2024 |
| 18. | Procedure for submission of the Purchase Orders: | <p>Purchase Orders shall be submitted at any time during the Offer Period. Purchase orders can be submitted directly to Citadele or via Nasdaq Riga supported trading system Genium INET (“Genium INET”) available to Nasdaq Riga members (Purchase orders can be entered into every trading day from 9:00 (or from 10:00 on the first day of Offer Period) to 16:00 (or until 15:30 on the last day of Offer Period) Riga time).</p> |

An investor must ensure that all data provided in the Purchase Order are correct and complete. An uncompleted, incorrect or unclear Purchase Order may be rejected by Citadele.

By submitting the Purchase Order:

- the investor confirms that the investor has acquainted himself/herself with the text of the Base Prospectus, the Final Terms and other documents related to this Bonds issue. The investor has carefully studied and fully understood their content and terms and conditions of the Bonds and accepts them as binding;
- the investor who submits the Purchase Order through credit institutions (other than Citadele), investment brokerage firms or other financial intermediaries (altogether “intermediary”) consents and authorises such intermediary to disclose investor’s identity and investment amount to Citadele. Any intermediary offering, recommending or selling the Bonds should take into consideration target market assessment of Citadele as manufacturer; the intermediary subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

⁶ The Offer Period may be extended by Citadele according to the section entitled “General Terms and Conditions of the Offer – Offer Period” of the Base Prospectus. If the Offer Period is extended, the final Maturity Date will be rescheduled by Citadele proportionally to the length of extension of the Offer Period and specified in the Final Terms which will be published after allotment of the Bonds to the investors.

⁷ Citadele has a right at its sole discretion to amend the Issue Price once or several times until the end of the applicable Offer Period and announce the updated Issue Price (the “**Updated Issue Price**”). The Updated Issue Price will be published on Citadele’s website www.cblgroup.com. Investors should follow the information on the aforementioned website and they shall have a right to modify or cancel their Purchase Orders if the Issue Price has been updated, provided that such modification or cancellation of the Purchase Order is received by Citadele before the end of the applicable Offer Period. If during the Offer Period Citadele amends the Issue Price, the final Issue Price will be reflected in the Final Terms which will be published after allotment of the Bonds to the investors. A number of factors may be considered in determining the Updated Issue Price, inter alia, the level and nature of the demand for the Bonds of the respective Tranche by the investors and prevailing market conditions.

⁸ An expected yield on the Bonds, based on the final Issue Price and the final Applicable Interest Rate, will be specified in the Final Terms which will be published after allotment of the Bonds to the investors.

⁹ The Offer Period may be extended by Citadele according to the section entitled “General Terms and Conditions of the Offer – Offer Period” of the Base Prospectus. If the Offer Period is extended, the final Offer Period will be specified in the Final Terms which will be published after allotment of the Bonds to the investors.

- the investor consents to the obligation to ensure the required funds on the day of final settlement on the DVP (Delivery versus payment) terms pursuant to the Nasdaq CSD rules and shall have a settlement agent that is Nasdaq CSD participant.

Latvian and Lithuanian investors. Investors, who have a securities account with Citadele, shall submit their Purchase Orders to Citadele in accordance with the investment services agreement concluded with Citadele, subject to applicable rules of Citadele. Latvian and Lithuanian institutional investors, who are treated by Citadele as eligible counterparties, can submit their Purchase Orders to Citadele through Bloomberg trading system or via Genium INET. Other investors willing to purchase the Bonds may become investment services clients of Citadele and purchase the Bonds through Citadele or through other credit institutions, investment brokerage firms or other financial intermediaries from which investors receive investment services, provided that such financial intermediaries are treated by Citadele as eligible counterparties or have access to Genium INET.

Estonian investors. Estonian institutional investors, who are treated by Citadele as eligible counterparties, can submit their Purchase Orders to Citadele through Bloomberg trading system or via Genium INET. All other investors may purchase the Bonds through other credit institutions, investment brokerage firms or other financial intermediaries from which the investors receive investment services, provided that such financial intermediaries are treated by Citadele as eligible counterparties or have access to Genium INET. All Estonian investors who are not investment services clients of Citadele shall have a settlement agent that is Nasdaq CSD participant.

Other investors in the European Economic Area (in respect of private placement of the Bonds). Other investors willing to purchase the Bonds should contact Citadele (tel: +371 67010555; e-mail: broker@citadele.lv (Attn: Mr. Kaspars Kurmiņš)).

19. Credit rating: the Bonds to be issued under this Tranche are not and will not be rated at the initiative of Citadele during the term they remain outstanding
20. Use of Proceeds: The net proceeds are to be used by Citadele for its general corporate purposes, including for meeting the mandatory minimum requirement for own funds and eligible liabilities applicable to Citadele and Citadele Group at the consolidated level. Total expenses of the issue are expected to amount to < € 100,000.
21. Underwriting: The Bonds to be issued under this Tranche will not be subject to underwriting.
22. Information about the bonds of Citadele that are already admitted to trading on regulated markets: As at the date of these Final Terms:
- (i) EUR 20,000,000 Unsecured Subordinated Bonds (ISIN LV0000880011) issued by Citadele under Citadele's € 25,000,000 Second Unsecured Subordinated Bonds Programme (recognised as Tier 2 instruments within the meaning of the CRR and/or any other applicable rules) and admitted to trading on the regulated market - Nasdaq Riga (Baltic Bond List) and subject to the following: (i) number of securities: 2,000, (ii) nominal

value EUR 10,000, (iii) aggregate principal amount: EUR 20,000,000, (iv) annual interest rate: 5.50 %, (v) interest payment dates: 24 November and 24 May each year, (vi) issue date: 24 November 2017, (vii) maturity date: 24 November 2027, (viii) listing date: 29 November 2017 on Nasdaq Riga (Baltic Bond List) and (ix) rating: not rated;

- (ii) Senior Unsecured Preferred EUR 200,000,000 Fixed/Floating Rate Notes (ISIN XS2393742122) issued by Citadele and admitted to trading on the regulated markets - Euronext Dublin (Official List) and Nasdaq Riga (Baltic Bond List) and subject to the following: (i) number of securities: 200,000, (ii) nominal value EUR 1,000, (iii) aggregate principal amount: EUR 200,000,000, (iv) annual interest rate: 1.625 %, (v) interest payment date: 22 November each year, (vi) issue date: 22 November 2021, (viii) maturity date: 22 November 2026, (viii) listing dates: 22 November 2021 on Euronext Dublin (Official List) and 26 November 2021 on Nasdaq Riga (Baltic Bond List) and (ix) rating: Baa3 (Moody's);
- (iii) EUR 40,000,000 Unsecured Subordinated Bonds (ISIN LV0000880102) issued by Citadele under Citadele's € 40,000,000 Fourth Unsecured Subordinated Bonds Programme (recognised as Tier 2 instruments within the meaning of the CRR and/or any other applicable rules) and admitted to trading on the regulated market - Nasdaq Riga (Baltic Bond List) and subject to the following: (i) number of securities: 4,000, (ii) nominal value EUR 10,000, (iii) aggregate principal amount: EUR 40,000,000, (iv) annual interest rate: 5.00 %, (v) interest payment dates: 13 June and 13 December each year, (vi) issue date: 13 December 2021, (vii) maturity date: 13 December 2031, (viii) listing date: 14 December 2021 on Nasdaq Riga (Baltic Bond List) and (ix) rating: not rated; and
- (iv) EUR 20,000,000 Unsecured Subordinated Bonds (ISIN LV0000803054) issued by Citadele under Citadele's € 60,000,000 Fifth Unsecured Subordinated Bonds Programme (recognised as Tier 2 instruments within the meaning of the CRR and/or any other applicable rules) and admitted to trading on the regulated market - Nasdaq Riga (Baltic Bond List) and subject to the following: (i) number of securities: 2,000, (ii) nominal value EUR 10,000, (iii) aggregate principal amount: EUR 20,000,000, (iv) annual interest rate: 8.00%, (v) interest payment dates: 5 April and 5 October each year, (vi) issue date: 5 April 2024, (vii) maturity date: 5 April 2034, (viii) listing date: 8 April 2024 on Nasdaq Riga (Baltic Bond List) and (ix) rating: not rated.

23. Countries where the offer to the public takes place: Latvia and Estonia

24. Countries where admission to trading on the regulated market(s) is being sought: Latvia

25. Countries where the Base Prospectus has been notified: Estonia

These Final Terms have been approved by the Citadele's Management Board at its meeting on 3 October 2024 and will be updated after allotment of the Bonds to the investors, as well as published on the Citadele's website www.cblgroup.com and submitted to the BL.

Riga, Latvia

3 October 2024

On behalf of AS "Citadele banka":

Valters Ābele

Member of the Management Board, Chief Financial Officer

THIS DOCUMENTS IS SIGNED ELECTRONICALLY BY SECURED ELECTRONIC SIGNATURE AND
CONTAINS TIME STAMP