

CONFORMED COPY

FINAL TERMS

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 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 Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the **Insurance Distribution Directive**), 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 Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs 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 PRIIPs Regulation.

PROHIBITION OF SALES TO UK 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 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **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 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, 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 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 manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

3 October 2023

CA Auto Bank S.p.A., acting through its Irish branch

Legal entity identifier (LEI): 549300V1VN70Q7PQ7234

**Issue of €140,000,000 4.481 per cent. Fixed Rate Notes due 19 December 2025
under the €12,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus dated 7 October 2022 and the supplements to it dated 17 January 2023, 23 May 2023 and 13 September 2023 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on www.ca-autobank.com and is available for viewing during normal business hours at the registered office of the Principal Paying Agent at Citigroup Centre, 33 Canada Square, Canary Wharf, London E14 5LB.

1. Issuer: CA Auto Bank S.p.A. acting through its Irish branch
2. (a) Series Number: CAAB – 3 09/2023
(b) Tranche Number: 1
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Euro (€)
4. Aggregate Nominal Amount:
(a) Series: €140,000,000
(b) Tranche: €140,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
(b) Calculation Amount (in relation to calculation of interest in global form see Condition 4.1): €1,000
7. (a) Issue Date: 5 October 2023
(b) Interest Commencement Date: Issue Date
8. Maturity Date: 19 December 2025
9. Interest Basis: 4.481 per cent. Fixed Rate
(see paragraph 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the

Maturity Date at 100 per cent. of their nominal amount.

- 11. Change of Interest Basis: Not Applicable
- 12. Put/Call Options: Not Applicable
- 13. (a) Status of the Notes: Senior
- (b) Date Board approval for issuance of Notes obtained: 21 April 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14. Fixed Rate Note Provisions: Applicable
 - (a) Rate(s) of Interest: 4.481 per cent. per annum payable in arrear on each Interest Payment Date
 - (b) Interest Payment Date(s): 19 December in each year, from, and including, 19 December 2023 (the **First Interest Payment Date**), up to and including the Maturity Date. There will be a short first coupon in respect of the first interest period from and including the Issue Date up to, and excluding, the First Interest Payment Date (the **Short First Interest Period**)
 - (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): €44.81 per Calculation Amount
 - (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Condition 4.1): In respect of the Short First Interest Period, €9.21 per Calculation Amount
 - (e) Day Count Fraction: Actual/Actual (ICMA)
 - (f) Determination Date(s): 19 December in each year
- 15. Floating Rate Note Provisions: Not Applicable
- 16. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. Notice periods for Condition 6.2: Maximum period: 90 days
Minimum period: 5 days
- 18. Issuer Call: Not Applicable
- 19. Investor Put: Not Applicable

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| 20. | Change of Control Put: | Not Applicable |
| 21. | JV Put: | Not Applicable |
| 22. | Final Redemption Amount: | €1,000 per Calculation Amount |
| 23. | Early Redemption Amount payable on redemption for taxation reasons or on event of default: | €1,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | |
| | (a) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event |
| | (b) New Global Note: | Yes |
| 25. | Additional Financial Centre(s): | Not Applicable |
| 26. | Talons for future Coupons to be attached to Definitive Notes: | No |

THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of Fitch and Moody's, each as defined below. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Fitch and Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of CA Auto Bank S.p.A., acting through its Irish branch

By: **RICCARDO MESTURINO**
Duly authorised

PART B– OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made to Euronext Dublin for the Notes to be admitted to the Official List and Trading on the regulated market of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate and total expenses related to admission to trading: €1,000

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

Baa1 by Moody's France SAS (**Moody's**),

Obligations rated "Baa" are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

(Source:

<https://www.moody.com/sites/products/AboutMoodyRatingsAttachments/MoodysRatingSymbolsandDefinitions.pdf>)

A- by Fitch Ratings Ireland Limited Sede Secondaria Italiana (**Fitch**)

Obligations rated "A" denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic condition than is the case for higher ratings. The modifier "-" appended to the rating denotes relative status within major rating categories.

(Source:

<https://www.fitchratings.com/research/structured-finance/rating-definitions-21-03-2022>)

Each of Fitch and Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

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

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and their affiliates (including parent companies) have engaged, and may in the future engage, in lending, advisory, corporate finance, investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER – USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

(i) Use of Proceeds:

The net proceeds arising from the issue of the Notes will be used exclusively for financing: (a) Italian small and medium enterprises with less than 250 full-time equivalent employees (**SMEs**); and (b) Italian mid-cap enterprises with a number of full-time equivalent employees between 250 and 2,999 (**Mid-Caps**), in each case considering such size parameter according to the qualitative criteria provided under the Commission Recommendation 2003/361/EC, being understood that, SMEs and Mid-Caps shall not conduct business in one of the following sectors of economic activity, identified on the basis of the ATECO Code 2007 - 2022 update (i.e., the classification carried out for Italy by the Italian National Statistics Institute (**ISTAT**) of economic activities adopted by ISTAT for statistical purposes, i.e. for the production and dissemination of official statistical data, pursuant to Regulation (EC) No. 1893/2006 of the European Parliament and of the Council):

a) 92.00 - Activities relating to lotteries, betting, gaming houses;

b) 01.15.00 - Tobacco cultivation;

c) 12.00.00 - Tobacco industry;

d) 46.35.00 - Wholesale trade of tobacco products;

e) 47.26.00 - Retail trade of monopoly goods (tobacconists); and

f) 46.21.21 - Wholesale trade of raw tobacco,

for the purposes of the fulfilment of financing the purchase of low-emission vehicles such as euro 6d non-diesel, electric vehicles, plug-in hybrids, mild hybrids and alternative propulsion vehicles (LPG/Methane), provided in any case that an amount at least equal to 51% of the funding provided to the Issuer shall be used for granting new loans by the Issuer to SMEs with registered and/or operational headquarters in Italy.

(ii) Estimated net proceeds:

€140,000,000

5. YIELD (Fixed Rate Notes only)

Indication of yield:

4.481 per cent.

6. OPERATIONAL INFORMATION

- (i) ISIN: XS2700264604
- (ii) Common Code: 270026460
- (iii) CFI: DTFXFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: EUR 4,481 CA AUTO BANK SP 23-2025, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not applicable
- (viii) Deemed delivery of clearing system notices for the purposes of Condition 13: Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream, Luxembourg.
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra- day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Stabilisation Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of relevant Dealer: Crédit Agricole Corporate and Investment Bank

- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to EEA Retail Applicable Investors:
- (vii) Prohibition of Sales to UK Retail Applicable Investors:
- (viii) Prohibition of Sales to Belgian Applicable Consumers: