



**Final Terms dated 2 December, 2021**

**AS Citadele banka**

**Issue of up to € 40,000,000 Bonds due 2031 under  
the € 40,000,000 Fourth Unsecured Subordinated Bonds Programme**

Terms used herein have the meaning given to them in the Base Prospectus of € 40,000,000 Fourth Unsecured Subordinated Bonds Programme of AS Citadele banka dated 25 November 2021 (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](http://www.cblgroup.com).

MiFID II product governance / 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, professional clients and retail clients, 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 from time to time ("MiFID II") and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Bonds to retail clients are appropriate – investment advice, portfolio management and non-advised sales and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. 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.

The Offer of Bonds is directed to all natural and legal persons - institutional and retail investors, in Latvia, Lithuania and Estonia, irrespective of whether they qualify as qualified investors within the meaning of Article 2(e) of the Prospectus Regulation, and to persons - institutional investors only, located in the Member State of the EEA (other than Latvia, Lithuania and Estonia) who are qualified investors within the meaning of Article 2(e) of the Prospectus Regulation in each case pursuant to an exemption under Article 1(4) of the Prospectus Regulation.

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| 1. | Issuer:        | AS Citadele banka |
| 2. | Series Number: | 1                 |

3. Tranche Number: 1 (this Series will consist of only one Tranche)
4. ISIN Code: LV0000880102
5. Currency of the issue: Euros (EUR)
6. Aggregate principal amount: from € 20, 000, 000 up to € 40, 000, 000 <sup>1</sup>
7. Nominal value of the Bond: € 10,000
8. Issue Date: 13 December 2021<sup>2</sup>
9. Annual Interest Rate: 5%<sup>3</sup>
10. Interest Payment Dates: 13 December and 13 June each year<sup>4</sup>
11. Maturity Date: 13 December 2031<sup>5</sup>
12. Issue Price: 100% of the Nominal Value of the Bond<sup>6</sup>

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<sup>1</sup> 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 € 40,000,000. 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.

<sup>2</sup> 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.

<sup>3</sup> Citadele has a right at its sole discretion to amend the Annual Interest Rate once or several times until the end of the applicable Offer Period and announce the updated Annual Interest Rate (the "**Updated Annual Interest Rate**"). The Updated Annual Interest Rate will be published on Citadele's website [www.cblgroup.com](http://www.cblgroup.com). Investors should follow the information on the aforementioned website and have a right to modify or cancel their Purchase Orders if the Annual 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 (as defined below) Citadele amends the Annual Interest Rate, the final Annual 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 Annual 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.

<sup>4</sup> 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.

<sup>5</sup> 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.

<sup>6</sup> 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 (as defined below) and announce the updated Issue Price (the "**Updated Issue Price**"). The Updated Issue Price will be published on Citadele's website [www.cblgroup.com](http://www.cblgroup.com). Investors should follow the information on the aforementioned website and 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 (as defined below) 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.

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| 13. | Minimum Investment Amount:                       | 1(one) Bond  |
| 14. | Yield to Maturity:                               | [●] <sup>7</sup>   |
| 15. | Offer Period:                                    | from 12:00 (Latvian time) on 6 December 2021 until 15:30 (Latvian time) on 9 December 2021 <sup>8</sup>  |
| 16. | Procedure for submission of the Purchase Orders: | 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 (“ <b>Genium INET</b> ”) available to the members of Nasdaq Riga (Purchase orders can be entered into every trading day from 9:00 (or from 12:00 on the first day of Offer Period) to 16:00 (or until 15:30 on the last day of Offer Period) Riga time). |

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 is a client of Citadele or Lithuanian branch of Citadele (“**Lithuanian branch**”) and submits the Purchase Order to Citadele or its Lithuanian branch shall ensure necessary funds for the purchase of the Bonds in the investor’s account opened with Citadele or its Lithuanian branch respectively and consents that Citadele or its Lithuanian branch respectively is entitled to block these funds as a precondition for execution of the respective Purchase Order.

- 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.

- the institutional 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 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 (including at the office of Citadele at Republikas laukums 2A, Riga, Latvia), subject to applicable rules of Citadele. Latvian institutional investors, who are treated by Citadele as eligible counterparties, can submit their Purchase Orders to Citadele

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<sup>7</sup> An expected yield to maturity for the Bonds, based on the final Issue Price and the final Annual Interest Rate, will be specified in the Final Terms which will be published after allotment of the Bonds to the investors.

<sup>8</sup> 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.

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.

**Lithuanian investors.** Investors, who have a securities account with Lithuanian branch, shall submit their Purchase Orders to Lithuanian branch in accordance with the investment services agreement concluded with Lithuanian branch (including at the office of Lithuanian branch at Upes str. 21-1, Vilnius, Lithuania), subject to applicable rules of Lithuanian branch. 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 Lithuanian branch and purchase the Bonds through Lithuanian branch or 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. All Lithuanian investors who are not investment services clients of Lithuanian branch shall have a settlement agent that is Nasdaq CSD participant.

**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. Jurijs Mihailovs)).

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| 17. | Agent of Citadele:   | Not applicable  |
| 18. | 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.  |
| 19. | Use of Proceeds:   | The net proceeds are to be used by Citadele for its general business development and to strengthen further the regulatory capital structure of Citadele, including use as Citadele's subordinated capital in accordance with the requirements of the CRR and any other applicable rules for Tier 2 capital. |
| 20. | Underwriting:  | The Bonds to be issued under this Tranche will not be subject to underwriting.  |
| 21. | Information about the bonds of Citadele that are already admitted to trading on regulated markets: | As at the date of these Final Terms: <ul style="list-style-type: none"> <li>(i) 4000 unsecured subordinated bonds having nominal value of € 10,000 each and coupon 6,25% due 6 December, 2026 (ISIN: LV0000802221) issued by</li> </ul>   |

- Citadele within its € 40,000,000 First Unsecured Subordinated Bonds Programme are admitted to trading on the regulated market: Nasdaq Riga AS (Baltic Bond List); and
- (ii) 2000 unsecured subordinated bonds having nominal value of € 10,000 each and coupon 5,50% due 24 November, 2027 (ISIN: LV0000880011) issued by Citadele within its € 25,000,000 Second Unsecured Subordinated Bonds Programme are admitted to trading on the regulated market: Nasdaq Riga AS (Baltic Bond List); and
- (iii) senior unsecured preferred unsubordinated (MREL eligible) bonds having total nominal amount of €200 000 000 and coupon 1,625% due 22 November 2026 (ISIN: XS2393742122) issued by Citadele and admitted to trading on the regulated markets – Euronext Dublin and Nasdaq Riga AS (Baltic Bond List).
22. Countries where the offer to the public takes place: Latvia, Lithuania and Estonia
23. Countries where admission to trading on the regulated market(s) is being sought: Latvia
24. Countries where the Base Prospectus has been notified: Lithuania and Estonia

These Final Terms have been approved by the Citadele's Management Board at its meeting on 2 December 2021 and will be updated after allotment of the Bonds to the investors as well as published on the Citadele's website [www.cblgroup.com](http://www.cblgroup.com) and submitted to the FCMC.

Riga, Latvia

2 December 2021

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