

Terms of Issue
under the
EMTN 2020
NOTE PROGRAMME

CLN Green Energy
(EMTN20/16)

Dated July 21st, 2022

PRAETORIAN ASSETS S.à r.l.
Société à Responsabilité Limitée

17, Rue de Flaxweiler, L-6776 Grevenmacher
Grand Duchy of Luxembourg

RCSL B240638

TERMS OF ISSUE

CLN Green Energy

issued by

PRAETORIAN ASSETS S.à r.l.

*(a limited liability company incorporated and organised as
a securitisation company under the laws of Luxembourg)*

pursuant to the

EUR 500.000.000,00

EMTN 2020 NOTE PROGRAMME

Dated September 10th, 2020

of

PRAETORIAN ASSETS S.à r.l.

Legal Entity Identifier:

22210049GKPFCLQSW74

Issue Price: 100 per cent.

Issue Date: July 30th, 2021

(the "**Notes**")

The Notes issued by the Issuer will be subject to the Terms and Conditions of the Programme and also to the following Terms of Issue (the "Terms of Issue") in relation to the Notes.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Terms and Conditions dated September 10th, 2020.

For the purpose of these Terms of Issue, references to Terms and Conditions of the Programme shall be read and construed as references to Terms of Issue in respect of the Notes. This document constitutes the applicable Terms of Issue of the Notes and must be read in conjunction with the Terms and Conditions of the Programme. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these applicable Terms of Issue and the and Conditions of the Programme.

This Series of Notes will reflect the performance of the underlying assets (the "**Underlying Assets**") as described herein. The Series of Notes are not principal protected and the Redemption Price depends on the value of the Underlying Assets on the date of Redemption by the Noteholder(s).

PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA AND THE UNITED KINGDOM

The Securities 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") or in the United Kingdom. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) (the "PRIIPs Regulation") for offering or selling the Securities or otherwise making them available to retail investors in the EEA or in the United Kingdom has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA or in the United Kingdom may be unlawful under the PRIIPs Regulation. 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"); (ii) a customer within the meaning of Directive (EU) 2016/97 (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 Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

MIFID II PRODUCT GOVERNANCE / ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY TARGET MARKET

Solely for the purposes of the Issuer 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 Directive 2014/65/EU (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 Issuer's 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 Issuer's target market assessment or determining appropriate distribution channels.

UNITED STATES

The Notes will not be offered and issued to U.S. persons as defined in Regulation S of the U.S. Securities Act of 1933.

Contractual Terms**SERIES (NOTE) DETAILS**

ISIN Code:	CH1108674065
Valoren:	110867406
Bloomberg Ticker / ID:	N/A
Compartment:	EMTN20/16
Eurosystem eligibility of Notes	No
Series Name:	CLN Green Energy
Currency:	EUR
Aggregate Nominal Amount of Notes:	Up to EUR 12.000.000,00 (with re-opening clause)
Issue Price:	100%
Denomination:	EUR 50.000,00
Issue Date:	July 30 th , 2021
Initial Subscription Period :	Until July 28 th , 2021
Maturity Date:	July 30 th , 2026
Redemption/Payment Basis:	Outstanding nominal amount
Early Redemption:	The Issuer reserves the right to redeem part or all of the Notes on July 30 th , 2024 or July 30 th , 2025 at its own discretion and subject to a 60-business-day notice period.
Early Redemption Amount:	100 % of the principal amount plus accrued interest
Agent and Listing Fees:	Up to 0,25 per cent per annum
Sales Fee:	Up to 1,00 per cent (based on the price of notes)
Redemption Fee:	Up to 1,00 per cent (based on the price of notes)

INTEREST (IF ANY) PAYABLE

Fixed Rate Note Provisions:	5,25 percent per annum on the Interest Commencement Date (including) until the next Interest Commencement Date (excluding).
Floating Rate Note Provisions:	N/A
Zero Coupon Note Provisions:	N/A

Business Day Convention:	a day on which the Systems are open for the settlement of payments in the respective currency. Unadjusted, modified following business day convention.
Day Count Fraction:	30/360
Interest Commencement Date(s):	30 th July of each calendar year
Interest Payment Date(s):	July 30 th of each calendar year, with the first interest payment on December 15 th , 2022 (First long Coupon)
Calculation Basis	Aggregate outstanding principal amount of the notes

UNDERLYING ASSETS

Underlying Assets:	A loan amount of up to 12.000.000,00 EUR (the "Loan") granted by the Compartment of the Issuer to AAA Green Energy GmbH, an entity incorporated on 7 th of August 2020 in Germany with registered office at c/o Anton Linner, Alte Mainzer Gasse 57, 60311 Frankfurt am Main and registered under File Number HRB120572 (the "Borrower") which will be backed with a 100% subordinated pledge on shares of the companies AAA Green Energy Lamia One Single Member P.C., AAA Green Energy Lamia Two Single Member P.C. and AAA Green Energy Lamia Three Single Member P.C..
Use of proceeds:	The net proceeds from each issue of Notes will be used to purchase or otherwise acquire Underlying Assets, to pay for or enter into any ancillary transaction in connection with the issue of such Notes or acquisition of such Underlying Assets and to pay general expenses in connection with the administration of the Issuer, the issue of the Notes or acquisition of the Underlying Assets.

GENERAL PROVISIONS APPLICABLE TO THE NOTES

Legal type of Notes:	Bearer Global Note
Governing Law	Luxembourg Law
Business Day Convention	Modified Following Business Day Convention
Clearing System	SIX SIS AG
Status of the Notes	Non-preferred Subordinated
Agents	
Administration and Calculation Agent	MTCM Securities SA
Custodian	N/A
Paying Agent	ISP Securities AG

Arranger	MTCM Investments AG
Publications	Applicable
Notification to Clearing System	Applicable
Resolutions of Noteholders	Simple Majority (50%)
Language of Terms and Conditions	English only
Website	www.MTCM.lu

LISTING


Listing and admission to trading	No
Expected date of admission	N/A

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this document and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this document is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Signed on behalf of the Issuer acting in respect of and on account of the Compartment:

By:

DocuSigned by:

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Jose Benitez