

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, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. 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 the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, 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 the domestic law of the UK by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law of the UK 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.

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 FOR THE ISSUE OF NOTES DESCRIBED BELOW.

Pricing Supplement dated 31 May 2024

CTP N.V.

Legal Entity Identifier (LEI): 3157000YTVO4TN65UM14

Issue of EUR 74,780,000 4.750 per cent. Notes due 2030

(to be consolidated and form a single series with the EUR 750,000,000 4.750 per cent. Notes due 2030 issued on 5 February 2024) (the "Original Notes")

under the 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 (the "**Conditions**") set forth in the base listing particulars dated 17 April 2023 (and the supplemental base listing particulars dated 26 January 2024). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the base listing particulars dated 30 April 2024 and the supplemental base listing particulars dated 29 May 2024 in order to obtain all the relevant information which together constitute a base listing particulars (the "**Base Listing Particulars**"), save in respect of the Conditions which are set forth in the base listing particulars dated 17 April 2023 (and the supplemental base listing particulars dated 26 January 2024) and are incorporated by reference in the Base Listing Particulars.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Base Listing Particulars.

The Base Listing Particulars is available for viewing at <https://live.euronext.com/en/markets/dublin>.

1. Issuer: CTP N.V.
2. (i) Series Number: 9
- (ii) Tranche Number: 2
- (iii) Date on which the Notes become fungible: The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Original Notes on or about 15 July 2024.
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
 - (i) Series EUR 824,780,000
 - (ii) Tranche EUR 74,780,000
5. Issue Price: 100.730 per cent. of the Aggregate Nominal Amount *plus* accrued interest from and including the Interest Commencement Date to, but excluding, the Issue Date
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000.
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 4 June 2024
- (ii) Interest Commencement Date: 5 February 2024
8. Maturity Date: 5 February 2030
9. Interest Basis: 4.750 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 or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Issuer Call
Change of Control Put
Asset Sale Put
(See paragraphs 17 and 19 below)
13. (i) Status of the Notes: Senior
- (ii) Date Board approval for issuance of Notes obtained: 27 May 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
 - (i) Rate of Interest: 4.750 per cent. per annum payable annually in arrear on each Interest Payment Date

(ii)	Interest Payment Date(s):	5 February in each year up to and including the Maturity Date, commencing on 5 February 2025
(iii)	Fixed Coupon Amount:	EUR 47.50 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Interest Rate Adjustment:	Not Applicable
(vii)	Step Up Margin:	Not Applicable
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Applicable
(i)	Optional Redemption Date(s):	Any Payment Business Day from, and including, the Issue Date to, but excluding, the Maturity Date
(ii)	Optional Redemption Amount of each Note:	Make Whole Redemption Price
(iii)	Make Whole Redemption Price:	Non-Sterling Make Whole Redemption Amount
(a)	Reference Bond:	DBR 0.00 per cent. due 15 February 2030 (ISIN: DE0001102499)
(b)	Quotation Time:	11 a.m. (Central European time)
(c)	Redemption Margin:	0.40 per cent.
(d)	Determination Date:	Reference Date (as defined in the Conditions)
(e)	Reference Dealers:	Reference Government Bond Dealer (as defined in the Conditions)
(f)	Par Redemption Date:	5 November 2029
(iv)	Redemption in part:	Not Applicable
(v)	Notice period:	As per the Conditions
18.	Put Option	Not Applicable
19.	Change of Control Put Option:	Applicable
20.	Final Redemption Amount of each Note:	EUR 1,000 per Calculation Amount
21.	Early Redemption Amount:	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	Form of Notes:	Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
23.	New Global Note/ New Safekeeping Structure:	New Global Note

24. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

Signed on behalf of CTP N.V.:

By: 
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Executive Director

Name: Richard Wilkinson

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and to trading on the Global Exchange Market of Euronext Dublin with effect from the Issue Date.

The Original Notes have been admitted to the Official List of Euronext Dublin and to trading on the Global Exchange Market of Euronext Dublin.

(ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

Ratings: The Notes to be issued are expected to be rated on or about the Issue Date:

S&P Global Ratings Europe Limited: BBB-

Moody's Deutschland GmbH: Baa3

S&P Global Ratings Europe Limited and Moody's Deutschland GmbH are established in the EEA and registered under Regulation (EC) No 1060/2009 on credit rating agencies, as amended. Each of the ratings S&P Global Ratings Europe Limited and Moody's Deutschland GmbH has given to the Notes, respectively, is endorsed by S&P Global Ratings UK Limited and Moody's Investors Service Limited, respectively, which are established in the UK and registered under Regulation (EC) No 1060/2009, as amended, as it forms part of the domestic law of the UK by virtue of the EUWA.

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

Save for any fees payable to Citigroup Global Markets Europe AG (the "**Manager**"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD

Indication of yield: 4.596 per cent. per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN: Until the Notes are consolidated and form a single series with the Original Notes, the Notes will have a temporary ISIN of XS2832871656. After that, the Notes will have the same ISIN as the Original Notes, which is XS2759989234.

Common Code: Until the Notes are consolidated and form a single series with the Original Notes, the Notes will have a temporary Common Code of 283287165. After that, the Notes will

have the same Common Code as the Original Notes, which is 275998923.

Name and address of any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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.

6. DISTRIBUTION

(i) Method of Distribution: Non-Syndicated

(ii) If syndicated:

(A) Names of Dealers Not Applicable

(B) Stabilisation Manager: Not Applicable

(iii) If non-syndicated, name of Dealer: Citigroup Global Markets Europe AG

(iv) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D applicable

(v) Prohibition of Sales to EEA Retail Investors: Applicable

(vi) Prohibition of Sales to UK Retail Investors: Applicable

7. REASONS FOR THE OFFER

Reasons for the offer: The Issuer will allocate an amount equal to the net proceeds of the issue to finance or refinance a portfolio of eligible assets in line with the Issuer's Green Bond Framework. The Issuer's Green Bond Framework is available at <https://www.ctp.eu/investors/#green-bond-reporting>.

For the avoidance of doubt, the Issuer's Green Bond Framework is not, nor shall it be deemed to be, incorporated in, and/or form part of, this Pricing Supplement.