

MIFID II PRODUCT GOVERNANCE. TARGET MARKET: RETAIL INVESTORS, PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES

Solely for the manufacturer's financial instrument approval process, the target market assessment in respect of the Bonds lead to the following conclusion: (i) the Bonds target market is eligible counterparties, professional clients and retail clients, each as defined in Law no. 126/2018 on markets in financial instruments, transposing in Romania the Directive no. 2014/65/UE (“**MiFID II**”); (ii) retail clients are considered target market only if they: (a) have the capacity to understand the features and risks of the relevant financial products and transactions, (b) have knowledge regarding investments, (c) understand that capital losses can incur and d) have medium-term investment objectives, to obtain a constant interest rate, assuming to hold the investment until maturity; and (iii) for Bonds distribution to eligible counterparties and professional clients all channels are appropriate, while for distribution to retail clients, the following are appropriate: investment advice, portfolio management, non-advised sales, and pure execution services, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

The product is incompatible for any client outside the positive target market identified above. Any person subsequently offering, selling, or recommending the Bonds (a distributor) should take into consideration the manufacturer's target market assessment. However, a distributor is responsible for undertaking its independent target market assessment in respect of the Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II.

NOTE ON THE EU PRIIPS REGULATION

The Sustainability Link Bonds are not packaged retail investment products within the meaning of EU 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**”), and, therefore, the document regarding the key information provided in the above-mentioned regulation in connection with this type of bond was not issued.

NOTICE TO INVESTORS AND SELLING RESTRICTIONS

The Company has not agreed to register and does not intend to register the Bonds under the U.S. Securities Act or any securities laws of any state or any other jurisdiction of the United States. The bondholders may not offer to sell the Bonds, except pursuant to an exemption from the U.S. Securities Act, or in a transaction not subject to the registration requirements under the U.S. Securities Act and the applicable securities laws of any state or any other jurisdiction of the United States.

Furthermore, the Company has not registered and does not intend to register the Bonds under any country's securities laws, other than Romania. Prospective investors in the Bonds should read the section entitled “*Significant Information on this Prospectus*” for further information about the selling restrictions. It is the obligation of the investors in the Bonds to ensure that their subscription for or subsequent offers, sales or transfers of the Bonds within any countries, other than Romania, comply with any securities laws applicable in the respective jurisdictions.

NOTICE OF STEP UP MECHANISM

If the Company does not meet the undertaken Sustainability Performance Target which is mentioned in these Final Terms by the Observation Deadline, namely 31 December 2025, this will trigger the *step up* mechanism described in these Final Terms (“**Triggering Event**”) by which the Interest Rate of the Sustainability Link Bonds shall be positively adjusted by the Positive Adjustment Rate, respectively by a margin of 0.30 percentage points per year. The Triggering Event will be publicly disclosed within a maximum of 4 months from the Observation Deadline, but no later than 30 April 2026.

In the event of a Triggering Event, the Adjusted Interest Rate shall apply starting with the Interest Payment Date which is prior to the date on which the notice on registration of the Triggering Event is published, respectively 23 November 2025. Bondholders who sell or buy Sustainability Link Bonds should be aware that the Interest Rate at which such bonds are traded before the date of publication of the notice regarding the Triggering Event may be different due to the application of the step up mechanism and this can generate interest income related to this different type of bonds.

DISCLAIMER: THIS TRANSLATION INTO ENGLISH LANGUAGE OF THE FINAL TERMS IS AN UNOFFICIAL TRANSLATION AND IT IS NOT A SUBSTITUTE FOR THE ORIGINAL ROMANIAN VERSION OF THE FINAL TERMS. NEITHER THE COMPANY, NOR THE SOLE GLOBAL COORDINATOR OR THE MANAGER OR ANY OTHER CONSULTANT MAKES ANY REPRESENTATION AS TO THE ACCURACY, COMPLETENESS OR RELIABILITY OF THE INFORMATION INCLUDED IN THIS ENGLISH LANGUAGE VERSION OF THE FINAL TERMS AND THE COMPANY CAUTIONS INVESTORS TO TAKE THEIR INVESTMENT DECISION EXCLUSIVELY BASED ON THE INFORMATION INCLUDED IN THE ROMANIAN LANGUAGE VERSION OF ANY OFFERING DOCUMENT.

FINAL TERMS

AUTONOM SERVICES S.A.

SUSTAINABILITY LINK BONDS WITH A FIXED INTEREST RATE OF 4.11% AMOUNTING UP TO EUR 48.03 MILLION, DUE IN 23 NOVEMBER 2026 (THE “BONDS”)

Serie 1, Tranche 1

ISIN: ROF1QD89E0Z9

issued in accordance with

**BONDS UP TO EUR 250 MILLION ISSUED UNDER THE OFFERING PROGRAM
OBJECT OF THE BASE PROSPECTUS
APPROVED BY THE FINANCIAL SUPERVISORY AUTHORITY ON 10 NOVEMBER 2021**

The base prospectus is valid until 10 November 2022.

The base prospectus will be subsequently published in electronic format on the Company's website (www.autonom.ro)

Issue Price: 100% of the Total Nominal Value of the Tranche

Issue Date: 23 November 2021

LEI Code: 3157007ZVHICAG5O4183

These Final Terms have been prepared pursuant to Article 8 para. (5) in conjunction with Article 25 para. (4) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as further amended (“**Prospectus Regulation**”) and should be read in conjunction with the base prospectus dated 10 November 2021 related to the corporate bond offering program (“**Prospectus**”), including the documents incorporated by reference in the Prospectus.

A summary of the individual Bonds issue will be annexed to these Final Terms.

The Prospectus is available in electronic format on the Company's website at www.autonom.ro, as well as on the website of the Bucharest Stock Exchange (BSE) at www.bvb.ro, and copies thereof can be obtained from the registered office of Autonom Services S.A. located at 4 Fermelor street, Piatra-Neamt, Neamt county, Romania.

Investors should be aware that a supplement to the Prospectus may be published. Such supplement shall be published in electronic format on the Company's website (www.autonom.ro), as well as on the website of Bucharest Stock Exchange (www.bvb.ro).

PART I: TERMS OF THE BONDS

These Final Terms must be read in conjunction with the set of terms and conditions applicable to all tranches issued under the corporate bond offering program set out in the Prospectus as "**Terms and Conditions applicable to all Tranches issued under the Program**", as well as with the specific terms and conditions specific to **Option III – Sustainability Link Bonds**.

These Final Terms are available in electronic format on the Company's website at www.autonom.ro as well as on the website of the BSE at www.bvb.ro.

All provisions of the Terms of the Bonds related to Option III – Sustainability Link Bonds which have not been selected or completed or which have not been removed, shall be considered removed from these Final Terms related to the Bonds.

<i>Option</i>	Option III – Sustainability Link Bonds
	<i>Aspects regarding the Issuance</i>
<i>Specified currency</i>	EUR
<i>Issue Price</i>	100% of the Individual Nominal Value
<i>Total Nominal Value</i>	EUR 48.03 million
<i>Individual Nominal Value</i>	EUR 10,000 / Bond
<i>Maturity</i>	5 years
<i>Financial Covenants</i>	
<i>Interest Coverage Rate</i>	- At least equal to or greater than 4
<i>Net Financial Debt/ EBITDA ratio</i>	- At most equal to or less than 3.5 by the date which occurs earlier of (i) 12 November 2024, the maturity date of the bonds identified with ISIN ROQJ7UBXL253 (" AUT24E Bonds ") and (ii) the redemption date as defined in the Prospectus on the admission to trading of AUT24E Bonds, approved by FSA Decision no. 1486 dated 27 November 2019
	respectively
	- At most equal to or less than 4 starting from the date which occurs earlier of (i) 13 November 2024 and (ii) the first day after the redemption date as defined in the Prospectus on the admission to trading of AUT24E Bonds, approved by FSA Decision no. 1486 dated 27 November 2019
<i>Other financial covenants</i>	Not applicable

The reasons for the offer and how the proceeds of the offer will be used, the estimated total cost of the issue and the estimated net income: The net proceeds obtained from the issuance of the Bonds shall be used by the Company for general purposes of financing the business and its projects (including future acquisitions of companies/ portfolios, if applicable)

Early redemption at the initiative of the Company Not applicable

Approval Document, respectively Approval Documents Resolution of the General Meeting of Shareholders dated 11 October 2021
Decision of the Board of Directors dated 18 November 2021

Relevant dates

Issue Date 23 November 2021

Transaction Date 19 November 2021

Settlement Date 23 November 2021

Estimated Date of Admission to Trading December 2021

Registration Date The Business Day preceding the Interest Payment Date or the Maturity Date, as applicable, with 15 Business Days, as reflected in the Interest Payment Table of these Final Terms

Maturity Date 23 November 2026

Aspects regarding the interest

Type of interest Fixed, adjustable according to the *step up* mechanism, if applicable

Interest Rate 4.11% per year, adjustable according to the *step up* mechanism, if applicable

Interest payment method Annual

Interest Accrual Starting Date 23 November 2021

Interest Payment Date The date on which the interest due becomes payable, respectively 23 November of each year, starting with 23 November 2022 and including this date, and up to the Maturity Date and including this date, provided that such day is a Business Day for the Interest Payment

Last Interest Payment Date 23 November 2026

Yield The annual gross yield at the time of the issuance corresponding to a Bond is equal to the Interest Rate (adjusted, as appropriate, according to the *step up* adjustment mechanism), assuming that no early redemption is made.

	<i>Redemption/ payment basis</i>	under the conditions of declaring the Early Maturity, the Bonds will be redeemed at 100% of the Individual Nominal Value
<i>Floating interest</i>	<i>Margin</i>	Not applicable
	<i>Reference Rate</i>	Not applicable
	<i>Reference Page</i>	Not applicable
	<i>Determining procedure of the Successor Reference Rate</i>	Not applicable
	<i>Date for Determining the Initial Reference Rate</i>	Not applicable
<i>Step up</i>	<i>Positive Adjustment Rate</i>	0.30 percentage points per year
	<i>Positively Adjusted Interest Rate</i>	4.41 percentage points per year

Table of Interest Payment

<i>Interest Payment Date (previous)</i>	<i>Registration Date</i>	<i>Interest Payment Date (current)</i>	<i>Number of days</i>
n/a	2 November 2022	23 November 2022	365
23 November 2022	2 November 2023	23 November 2023	365
23 November 2023	4 November 2024	23 November 2024	366
23 November 2024	3 November 2025	23 November 2025	365
23 November 2025	2 November 2026	23 November 2026	365

Aspects related to the Sustainability Link Bonds (Option III)

<i>Independent Consultant</i>	Means the independent specialised consultant, namely Sustainalytics, who issued the Second Party Opinion on the Sustainability Performance Targets which is published on the Company's website (www.autonom.ro/sustenabilitate), and who shall issue the annual verification reports, including the 2026 Verification Report. The term Independent Consultant includes any successor to the Independent Consultant, as they may be appointed in the future by the Company.
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<i>Observation Deadline, respectively Observation Deadlines</i>	31 December 2025
<i>Key Performance Indicator</i>	Average WLTP gCO ₂ /km of 115.13 gCO ₂ /km, intermediary target
<i>Sustainability Performance Targets</i>	Reduction of average CO ₂ emissions at the operational fleet level by 25% until 2025, intermediary target
<i>Verification Report, respectively Verification Reports</i>	The 2026 Verification Report, respectively the verification report drawn up by the Independent Consultant certifying the fulfilment or non-fulfilment of the Sustainability Performance Target at the Observation Deadline, issued within the Indicative Term of the Observation Deadline, but no later than the Deadline
<i>Indicative Term of the Observation Deadline</i>	4 months from the Observation Deadline
<i>Deadline</i>	30 April 2026

Technical aspects

<i>Calculation Agent</i>	Autonom Services S.A.
<i>Paying Agent</i>	Not applicable
<i>Calculation Convention</i>	Actual/actual
<i>Market on which the transaction will take place</i>	The EPOFB market, respectively a component of BSE's trading system (<i>the market for public offers in bonds in EUR</i>), where transactions related to a private placement of bonds can be concluded and which operates independently, according to specific rules
<i>Settlement system</i>	RoClear system, namely the Central Depository system for clearing and settling transactions with financial instruments and performing deposit and registry operations, owned and managed by the Central Depository

Identification details

<i>CFI Code</i>	DBFUCR
<i>ISIN Code</i>	ROF1QD89E0Z9
<i>Bonds Series</i>	1
<i>Symbol</i>	AUT26E
<i>Bonds Tranches</i>	1

Jurisdictions

Jurisdiction(s) in which the public offer takes place: Romania

Jurisdiction(s) where admission to trading on the regulated market is intended: Romania

Jurisdiction(s) in which the Prospectus has been notified: Not applicable

OTHER RELEVANT INFORMATION WITH REGARD TO BONDS

In accordance with the Framework of the Sustainability Link Bonds, the Company aims to achieve the Sustainability Performance Target (i.e., as mentioned above, the reduction of average CO₂ emissions calculated at g/km by 25% until 2025). Achieving the Sustainability Performance Target involves the achievement of a Key Performance Indicator (i.e., as mentioned above, average WLTP gCO₂/km of 115.13 gCO₂/km in 2025) for monitoring carbon emissions at operational fleet level, in line with European transport regulations.

For the avoidance of doubts, there will be only one Triggering Event recorded due to non-compliance with the Key Performance Indicator mentioned above, according to the 2026 Verification Report issued for the Observation Deadline mentioned above by an Independent Consultant.

The Positively Adjusted Interest Rate will be announced by the Company, following the registration of the Triggering Event, through a current report published on the Company's website (www.autonom.ro) and on the website of BSE (www.bvb.ro) ("**Notice regarding the Triggering Event**"), together with the publication of the 2026 Verification Report. It is expected that the public dissemination of the Notice regarding the Triggering Event will be made on any Business Day within the next 4 months from the Observation Deadline (31 December 2025), but no later than the Deadline, after the closing of the trading session of the Bonds, according to BSE's schedule from the date of publication.

PART II: OTHER INFORMATION

This Part II of these Final Terms must be read in conjunction with the provisions of the Prospectus, in particular those of the “*Subscription and Sale*” section of the document mentioned above.

1. General information regarding the offer

This private placement was addressed to investors in Romania, as well as investors from other jurisdictions in EU that are “*qualified investors*” within the meaning of Article 2 (e) of the Prospectus Regulation, (“**Qualified Investors**”), as well as to natural persons or legal entities, other than Qualified Investors, and only provided that the investment in the Bonds did not constitute a breach of any applicable law by such investors (“**Eligible Investors**”), (“**Private Placement**”).

The Private Placement was intermediated by BRD - Groupe Société Générale S.A. as the Sole Coordinator and Structuring Agent of the Sustainability Link Bonds, respectively by the BT Capital Partners S.A. as a distribution group (“**Manager**”). The Sole Coordinator and the Manager acted exclusively for the Issuer and, therefore, did not act for any other person in connection with the Private Placement, and shall not be held liable to any other person, legally or contractually, for any damage generated from or in connection with the Private Placement.

2. Offer date

Eligible Investors were able to subscribe under the Private Placement starting with 15 November 2021 until 18 November 2021, between 9.00 AM and 5.00 PM, Romanian time, respectively for a total of 4 (four) Business Days (the “**Offer Period**”).

3. Offer calendar

Information on the calendar of the Private Placement is presented in the table below.

15 November 2021 (<i>T, BD</i>)	Launch of the Private Placement
15 November 2021 – 18 November 2021 (<i>T, BD - T+5, BD</i>)	Offer Period
18 November 2021 <i>between 5.00 PM. and 7.00 PM. (indicative time), Romanian time</i> (<i>T+5, BD</i>)	Determining the Interest Rate
18 November 2021 <i>between 5.00 PM. and 7.00 PM. (indicative time), Romanian time</i> (<i>T+5, BD</i>)	Allocation Date Submission of Interest Rate notices
19 November 2021 (<i>T+6, BD</i>)	Transaction Date – the date on which the Bonds transaction is performed through the Bucharest Stock Exchange system

23 November 2021 (<i>T+8, BD</i>)	Issue Date/ Settlement Date - the date on which the Bonds are delivered to the bondholders, in accordance with the Terms and Conditions of the Bonds
December 2021	Beginning of trading on the regulated market operated by the Bucharest Stock Exchange

4. Subscription procedure

The subscription procedure was carried out in accordance with the subsection “*Subscription procedure*”, chapter “*Subscription and sale*” of the Prospectus.

The deadline for expressing the interest to purchase the Bonds was 18 November 2021, 5.00 PM, Romanian time.

Eligible Investors were able to subscribe for Bonds through:

- BRD - Groupe Société Générale S.A. („**BRD**”) — at the headquarters in Bucharest, BRD Tower, 1-7 Ion Mihalache Bvd., district 1;
- BT Capital Partners („**BTCP**”) — at the headquarters in Cluj-Napoca, 74-76 Constantin Brancusi street, and at its office in Bucharest, 1A Ion Ionescu de la Brad bvd., 4th floor, district 1;
- at the authorized premises of the **Eligible Participants** (as defined in Prospectus).

The subscriptions made by the Eligible Investors, during the Offer Period, were registered in the Register by the Sole Coordinator, only after the respective subscriptions had been validated, provided that, no later than 5.00 PM, on the last Business Day of the Offer Period, namely 18 November 2021, the subscription was accompanied by the Evidence of Payment, as mentioned in the Prospectus.

5. Documents required for subscription

The documents required for subscription were those in accordance with the subsection “*Documents required for subscription*”, chapter “*Subscription and sale*” of the Prospectus.

6. Change of subscriptions

Eligible Investors may not modify or withdraw their subscription for Bonds after the allocation of the Bonds on the Allocation Date.

7. Minimum and maximum subscription

The minimum subscription was of one (1) Bond. The subscription of a fraction of a Bond is not accepted and any subscription of a fraction of a Bond shall be considered invalid.

There was no maximum value of the subscription set.

8. Allocation and settlement

The allocation process, as well as the settlement of the Bonds will be performed in accordance with the provisions of the subsection “*Allocation and settlement*”, chapter “*Subscription and sale*” of the Prospectus.

9. Transaction

The transaction of the Bonds shall be performed in accordance with the provisions of the subsection “*Transaction*”, chapter “*Subscription and sale*” of the Prospectus.

10. Rating of the Bonds

The Bonds subject to these Final Terms may receive from Fitch Ratings a “B” rating with stable outlook.

11. Other relevant information

The Sole Global Coordinator, the Manager and their affiliates, acting on their own behalf, may subscribe for Bonds and, in such capacity, may own, subscribe, acquire, sell, offer to sell or otherwise trade on their own behalf the Bonds, as well as any other securities issued by the Company or make any other investments or type of investments. The Sole Global Coordinator and the Manager do not intend to disclose the value of such investments or transactions, except if such disclosure would be required by law or by the applicable regulatory regime. Such a subscription for a significant quantity of Bonds by any initial investor might negatively affect the future liquidity of the Bonds on the relevant trading market.

The Company retains the right to deem the placement successfully finalized if there is interest expressed as part of the bookbuilding process for the subscription of 70% or more than 70% of the maximum number of offered Bonds at an interest rate deemed acceptable by the Company.