

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129, AS AMENDED (AND AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018) FOR THE ISSUE OF NOTES DESCRIBED BELOW

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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 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 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.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") 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.

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 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. 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 UNITED KINGDOM 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**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, "**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. 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.

Singapore Securities and Futures Act Product Classification – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (as modified or amended from time to time, the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Instruments are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

Pricing Supplement dated 13 January 2022
Logicor Financing S.à r.l.
(a private limited liability company (*société à responsabilité limitée*))
Registered Office: 2-4, rue Eugène Ruppert, L-2453 Luxembourg, The Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 228613

Issuance of

€500,000,000 2.000% Guaranteed Green Notes due 17 January 2034 (the “Notes”)

under the EUR 10,000,000,000

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 Listing Particulars dated 6 April 2021, as supplemented by the first supplement dated 28 June 2021, the second supplement dated 27 September 2021 and the third supplement dated 15 November 2021 (together, the “**Base Listing Particulars**”). This Pricing Supplement constitutes the final terms of the Notes described herein and must be read in conjunction with the Base Listing Particulars. Full information on the Issuer, the Guarantors 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 and this Pricing Supplement have been published on the website of Euronext Dublin. Where information in this Pricing Supplement has been sourced from third parties, this information has been accurately reproduced, and as far as the Issuer and the Guarantors are aware and are able to ascertain from the information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

1	(i)	Issuer:	Logicor Financing S.à r.l.
	(ii)	Guarantors:	Eurologi II S.à r.l., Eurologi III S.à r.l., Eurocor II S.à r.l. and Eurocor III S.à r.l., subject to the terms and conditions of the Notes set forth in the Base Listing Particulars.
2	(i)	Series Number:	14
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3		Specified Currency or Currencies:	Euro (“€”)
4		Aggregate Nominal Amount of Notes:	€500,000,000
5		Issue Price:	98.563% of the Aggregate Nominal Amount
6	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof
	(ii)	Calculation Amount:	€1,000
7	(i)	Issue Date:	17 January 2022
	(ii)	Interest Commencement Date:	Issue Date
8		Maturity Date:	17 January 2034

9	Interest Basis:	2.000% (Fixed Rate) (further particulars specified below in Clause 14)
10	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their nominal amount.
11	Change of Interest Basis:	Not Applicable
12	Put/Call Options:	Call Option Change of Control Put Asset Sale Put (further particulars specified below in Clauses 19 through 25)
13	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantees:	Senior
	(iii) Date of board approval for issuance of Notes and Guarantees obtained:	(i) 19 October 2018 (board approval) and 11 January 2022 (pricing committee of the board) in relation to the Notes and (ii) 24 June 2021 in relation to the Guarantees.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.000% per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date:	17 January in each year, commencing on 17 January 2023, up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€20.00 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	Not Applicable
15	Floating Rate Note Provisions	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable
17	Index-Linked Interest Note Provisions	Not Applicable
18	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Notice periods for Condition 6(c):	Minimum period: 10 days
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		Maximum period: 60 days
20	Call Option	Applicable
	(i) Optional Redemption Date:	Any date from but excluding the Issue Date to but excluding the Maturity Date
	(ii) Optional Redemption Amount:	(i) Make Whole Redemption Amount, in the case of the Optional Redemption Date(s) falling in the period from and including the Issue Date to but excluding 17 October 2033, and (ii) €1,000 per Calculation Amount, in the case of the Optional Redemption Date(s) falling in the period from and including 17 October 2033 to but excluding the Maturity Date
	(A) Reference Bond:	DE0001102531 (DBR 0% due 2 February 2031)
	(B) Quotation Time:	11:00 a.m. (CET)
	(C) Make Whole Redemption Margin:	0.35%
	(iii) If redeemable in part:	Applicable
	(a) Minimum Redemption Amount:	€100,000
	(b) Maximum Redemption Amount:	€500,000,000
	(iv) Notice period:	As per Condition 6(d)
	(v) First Call Date:	For the purposes of calculating the Make Whole Redemption Amount pursuant to Condition 6(d), the First Call Date on which the Notes may be redeemed without a make-whole redemption premium is 17 October 2033
21	Put Option	Not Applicable
22	Change of Control Put	Applicable
	Change of Control Redemption Amount:	€1,010 per Calculation Amount
23	Asset Sale Put	Applicable. For the purposes of Condition 6(h), “Base Listing Particulars” means the base listing particulars dated 5 November 2018
24	Final Redemption Amount	Par
25	Early Redemption Amount	€1,000 per Calculation Amount (save to the extent specified above or in the Conditions in relation to a Call Option, Change of Control Put or Asset Sale Put)
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption (including in respect of a redemption pursuant to Condition 6(e)) and/or the method of calculating the same:	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26	Form of Notes:	Regulation S Global Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg to hold under the new safekeeping structure
27	Financial Centre(s):	TARGET 2
28	Details relating to Instalment Notes:	Not Applicable

Logicor Financing S.à r.l.

Duly represented by:  P Bartos (Jan 12, 2022 15:39 GMT+1)

Name: Pawel Bartos

Title: Authorised signatory

Eurologi II S.à r.l.

Duly represented by:  
B1BAF43E34BD4A4...

Name: Pieter van Nugteren

Title: Authorised signatory

Eurologi III S.à r.l.

Duly represented by:  
B1BAF45E54BD4A4...

Name: Pieter van Nugteren

Title: Authorised signatory

Eurocor II S.à r.l.

Duly represented by:  
B1BAF43E34BD4A4...

Name: Pieter van Nugteren

Title: Authorised signatory

Eurocor III S.à r.l.

Duly represented by:  
B1BAF45E54BD4A4...

Name: Pieter van Nugteren

Title: Authorised signatory

Part B – Other Information

1 LISTING AND ADMISSION TO TRADING

Admission to trading: Application will be made to Euronext Dublin for the Notes to be admitted to the Official List and to trading on the Global Exchange Market on 17 January 2022.

2 RATINGS

Ratings: The Notes to be issued are expected to be rated:
S&P: BBB

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

Save as discussed in “*Subscription and Sale*” and “*General Information*” in the Base Listing Particulars, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4 REASONS FOR THE OFFER

Reasons for the offer An amount equal to the net proceeds from the issuance will be applied to finance and/or re-finance Eligible Green Projects as more particularly described under “*Use of Proceeds*” in the Base Listing Particulars and the Green Finance Framework (as defined in the Base Listing Particulars). Pending allocation of an amount equal to the net proceeds of any Tranche of Green Bonds to Eligible Green Projects, all or a portion of the net proceeds from such issue of any such Tranche may be temporarily invested or otherwise maintained in cash, cash equivalents and short-term investments.

5 YIELD

Indication of yield: 2.137% on an annual basis

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

6 OPERATIONAL INFORMATION:

(i) LEI: 254900IS16Q1A2TQFN22

(ii) ISIN: XS2431319107

(iii) Common Code: 243131910

(iv) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN

(v) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively source from the responsible National Numbering Agency that assigned the ISIN

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| (vi) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): | Not Applicable |
| (vii) | Delivery: | Delivery against payment |
| (viii) | 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 registered in the name of a nominee of one of the ICSDs acting 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 European Central Bank (“ECB”) being satisfied that Eurosystem eligibility criteria have been met. |

7 DISTRIBUTION

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| (i) | U.S. Selling Restrictions: | Reg. S Compliance Category 1; TEFRA not applicable. |
| (ii) | If syndicated, names of Managers: | Bank of China Limited, London Branch, BNP Paribas, Goldman Sachs International, J.P. Morgan Securities plc, Morgan Stanley & Co. International plc and UBS AG London Branch |
| (iii) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (iv) | Additional Selling Restrictions: | As set out in “ <i>Subscription and Sale</i> ” in the Base Listing Particulars |
| (v) | Stabilising Manager: | Morgan Stanley & Co. International plc |

8 ADDITIONAL INFORMATION FOR GUARANTORS

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| (i) | Other Financial Data: | The financial data presented in the Base Listing Particulars includes both information from the Subsidiary Guarantors and subsidiaries that will not act as Guarantors. |
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For the six months ended 30 June 2021, EBITDA for the Issuer, the Guarantors (including their operating companies) and the non-Guarantors (including their operating companies) was, respectively, €0, €693 million and €0, which represented 0%,100% and 0% of total EBITDA for the Group.

As at 30 June 2021, net assets for the Issuer, the Guarantors (including their operating companies) and the non-Guarantors (including their operating companies) was, respectively, €0, €4,892 million and €0, which represented 0%,100% and 0% of total net assets for the Group.

- (ii) Additional Information on Eurocor II S.à r.l.:
- (1) EBITDA and percentage of EBITDA for the six months ended 30 June 2021: € 568 million / 82%⁽¹⁾⁽²⁾
- (2) Net assets and percentage of Net assets as at 30 June 2021: € 4,011 million / 82%⁽¹⁾⁽³⁾
- (3) Address of registered office: 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg
- (4) Registration Number: B215464
- (5) Date of incorporation: 1 June 2017
- (6) Description of business activity: Holding company
- (7) Any risk specific to that Guarantor: Not Applicable
- (8) Any encumbrance on assets: None (for the avoidance of doubt, assets under UK Logistics Holdco I S.à r.l. and its direct and indirect subsidiaries are excluded to the extent secured in relation to the Secured Notes and the financing arrangements connected therewith)
- (iii) Additional Information on Eurocor III S.à r.l.:
- (1) EBITDA and percentage of EBITDA for the six months ended 30 June 2021: €125 million / 18%⁽¹⁾⁽⁴⁾
- (2) Net assets and percentage of Net assets as at 30 June 2021: €881 million / 18%⁽¹⁾⁽⁵⁾
- (3) Address of registered office: 2-4, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg
- (4) Registration Number: B215464
- (5) Date of incorporation: 1 June 2017
- (6) Description of business activity: Holding company
- (7) Any risk specific to that Guarantor: Not Applicable
- (8) Any encumbrance on assets: None (for the avoidance of doubt, assets under UK Logistics Holdco I S.à r.l. and its direct and indirect subsidiaries are excluded to the extent secured in relation to the Secured Notes and the financing arrangements connected therewith)

(1) The Group's financial data is combined on the level of Eurocor II S.à r.l. and Eurocor III S.à r.l. The Audited Special Purpose Combined Financial Statements are prepared in accordance with IFRS, with one exception

relating to the consolidation of the Eurocor Group's financial statements despite the absence of common control. The Group's business is owned by separate parent entities, Eurocor II S.à r.l. and Eurocor III S.à r.l., which means that the Eurocor Group does not constitute a single group under common control for purposes of IFRS 10. Nevertheless, since the Group has elected to operate as a combined business, the Audited Special Purpose Combined Financial Statements have been prepared and presented on a basis that combines the results, assets and liabilities of each of the entities constituting the Eurocor Group by applying the principles underlying the consolidation procedures of IFRS 10.

- (2) Reflects, in terms of the economic interest, the EBITDA of the Eurocor Group that corresponds to the majority interest in the Group.
- (3) Reflects, in terms of the economic interest, the net assets of the Eurocor Group that correspond to the majority interest in the Group.
- (4) Reflects, in terms of the economic interest, the EBITDA of the Eurocor Group that corresponds to the minority interest in the Group.
- (5) Reflects, in terms of the economic interest, the net assets of the Eurocor Group that correspond to the minority interest in the Group.