

Terms of Issue
under the
EMTN 2024
NOTE PROGRAMME

Lauenen

(Compartment EMTN24-05)

Dated March 11th, 2024

ABS Securitisation SA

Société anonyme
acting in respect of its Compartment
Lauenen (EMTN24-05)

55, Rue de la Vallée, L-2661
Grand Duchy of Luxembourg

RCSL B264806

TERMS OF ISSUE

Lauenen (EMTN24-05)

issued by

ABS Securitisation SA

(a private limited liability company incorporated and organised as an unregulated securitisation company under the laws of Luxembourg) acting in respect of its Compartment Lauenen (EMTN24-05) (the "Issuer")

pursuant to the

EUR 500.000.000,00

**EMTN 2024 NOTE PROGRAMME
the (Programme)**

Dated March 11th, 2024

of

ABS Securitisation SA

Legal Entity Identifier:

52990086REGBZU6PL666

Issue Price: 100 per cent.

Issue Date: March 26th, 2024

(the "**Notes**")

The Notes issued by the Issuer will be subject to the terms and conditions of the Programme dated 11 February 2022 (the "Terms and Conditions") and also to the following terms of issue (the "Terms of Issue") in relation to the Notes.

Terms defined in the Terms and Conditions shall have the same meaning when used in these Terms of Issue unless otherwise defined in these Terms of Issue.

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. 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 Terms and Conditions.

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**

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|------------------------------------|---|
| ISIN Code: | CH1337290337 |
| Valoren: | 133729033 |
| Compartment: | EMTN 24-05 |
| Series Name: | Lauenen |
| Currency: | USD |
| Aggregate Nominal Amount of Notes: | USD 11.000.000,00 (with re-opening clause) |
| Issue Price: | 100% |
| Denomination: | USD 1.000,00 |
| Minimum Investment: | USD 100.000,00 |
| Issue Date: | March 26 th , 2024 |
| Initial Subscription Period : | Until March 22 th , 2024 |
| Maturity Date: | March 26 th , 2027 (with reopening clause) |
| Redemption/Payment Basis: | Outstanding nominal amount |
| Early Redemption: | The Issuer reserves the right to redeem part or all of the Notes, starting at March 26 th 2025 and yearly thereafter, at its own discretion and subject to a 10-business days' notice period . |
| Early Redemption Amount: | Principal amount plus accrued interest [plus default interest, if any] |
| Agent and Listing Fees: | Up to 0,50 per cent per annum, subject to a minimum of EUR 35.000,00 per annum |
| Transaction Fee: | Up to 0,50 per cent |
| Distribution/Sales Fee: | n/a |
| Other Costs: | At cost |

INTEREST (IF ANY) PAYABLE

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| Fixed Rate Note Provisions: | 5,25 percent per annum accrued during an Interest Period (as defined below) and payable on each Interest Payment Date. "Interest Period" means each successive period from the Interest Commencement Date (inclusive) until the next Interest Calculation Date (exclusive) and thereafter from each Interest Calculation Date (inclusive) until the next Interest Calculation Date (exclusive) and until the Maturity Date (exclusive), or the Early Redemption Date (exclusive); the "Interest Calculation Dates" being 26th March of each year with the |
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first Interest Calculation Date being on 26th March 2025 and the last Interest Calculation Date being on the Regular Maturity Date subject to an early redemption of the Notes.

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): March 26th of each calendar year.

Interest Payment Date(s): March 26th of each calendar year, with the first interest payment on March 26th, 2025.

Calculation Basis Aggregate outstanding principal amount of the notes

UNDERLYING ASSETS

Underlying Assets: A loan amount of up to USD 11.000.000,00 (the "Loan") granted by the Compartment of the Issuer to Lauenen LLC, an entity incorporated on 2nd December May 2022 pursuant and existing under the laws of New York, United States of America under EIN 93-4481992 with its registered office at 1280 Fifth Avenue, Apt 6G, New York, NY 10029, United States of America (the "Borrower").

Use of proceeds: The net proceeds from each issue of Notes will be used for further development of their Real Estate portfolio within Holding company Restus Corp.

At any time, the compartment may reflect a cash position which, for cash-management purposes, may be invested into Money Market Funds or equivalent.

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

United States IRC Section 871(m) Out of scope

Agents

Administration and Calculation Agent MTCM Securities SA

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|----------------------------------|---------------------------|
| Custodian | N/A |
| Paying Agent | Kaiser Partner Bank |
| Publications | Applicable |
| Notification to Clearing System | Applicable |
| Resolutions of Noteholders | Simple Majority (50%) |
| Language of Terms and Conditions | English only |
| Website | www.abssecuritisation.com |

LISTING

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| Listing and admission to trading | n/a |
| 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
Lauenen EMTN24-05

as Issuer

DocuSigned by:

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By: Marcos Montero

Title: Director