

PROHIBITION OF SALES TO US-PERSONS

The Notes have not been and will not be registered under the Securities Act and may not be offered within the United States of America (the “**United States**” or the “**U.S.**”) or not be sold, resold, delivered or transferred within the United States or to, or for the account or benefit of, U. S. persons (as such term is defined in Regulation S under the Securities Act) or U.S. persons (as defined in the final risk retention rules promulgated under Section 15G of the United States Securities Exchange Act of 1934, as amended (the “**Securities Exchange Act**”)), and (b) may be offered, sold or otherwise transferred at any time only to transferees that are Non-United States Persons (as defined by the U.S. Commodity Futures Trading Commission (the “**CFTC**”)).

PROHIBITION OF SALES TO EEA RETAIL INVESTORS

If the Final Terms in respect of the Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Applicable”, the Notes are not intended to be offered, sold or otherwise made available to, and may not be offered, sold or otherwise made available to, any retail investor in the European Economic Area (the “**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**”); (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 the EU Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**EU 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 such Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

Notwithstanding the above paragraph, in the case where the Final Terms in respect of any Note specifies “Prohibition of Sales to EEA Retail Investors” as “Applicable” but where the Issuer subsequently prepares and publishes a key information document under the EU PRIIPs Regulation in respect of such Note, then following such publication, the prohibition on the offering, sale or otherwise making available the Note to a retail investor in the EEA as described in the above paragraph and in any legend on the Final Terms shall no longer apply.

PROHIBITION OF SALES TO UK RETAIL INVESTORS

Unless the Final Terms in respect of the Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, the Notes are not intended to be offered, sold or otherwise made available to and may not be offered, sold or otherwise made available to any retail investor in the United Kingdom. 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 (the “**EUWA**”); (ii) a customer within the meaning of the provisions of 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling such Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

Notwithstanding the above paragraph, in the case where the Final Terms in respect of any Note specifies “Prohibition of Sales to UK Retail Investors” as “Applicable” but where the Issuer subsequently prepares and publishes a key information document under the UK PRIIPs Regulation in respect of such Notes, then following such publication, the prohibition on the offering, sale or otherwise making available the Notes to a retail investor in the United Kingdom as described in the above paragraph and in any legend on the Final Terms shall no longer apply.

EEA MIFID II PRODUCT GOVERNANCE / RETAIL CLIENTS, ECPS AND PROFESSIONAL CLIENTS TARGET MARKET

Unless the Final Terms in respect of the Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Applicable” and 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, professional clients and retail clients, each as defined in MiFID II, each having (1) basic knowledge of and/or experience with financial products, (2) a medium- or long-term investment horizon, (3) general capital formation as investment objective, (4) a loss bearing capacity as specified in the relevant Final Terms, (5) a risk tolerance as specified in the relevant Final Terms, and seeking (6) in particular a green or social purpose investment, and (ii) all channels for distribution of the Notes to eligible counterparties, professional clients and retail clients are appropriate including investment advice, non-advised services and execution only. The negative target market are clients with a short-term investment horizon. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the EU 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.

For the purposes of this provision, the expression **manufacturer** means fund2sec S.à r.l.

UK MIFIR PRODUCT GOVERNANCE / RETAIL CLIENTS, ECPS AND PROFESSIONAL CLIENTS TARGET MARKET -

If the Final Terms in respect of the Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable” and solely for the purposes of the 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, as defined in the FCA Handbook Conduct of Business Sourcebook, professional clients, as defined in the UK MiFIR and retail clients, as defined in point (8) of Article 2 of Commission Delegated Regulation (EU) 2017/565 (as it forms part of the domestic law of the United Kingdom by virtue of the EUWA), each having (1) basic knowledge of and/or experience with financial products, (2) a medium- or long-term investment horizon, (3) general capital formation as investment objective, (4) a loss bearing capacity as specified in the relevant Final Terms, (5) a risk tolerance as specified in the relevant Final Terms and seeking (6) in particular a green or social purpose investment, and (ii) all channels for distribution of the Notes to eligible counterparties, professional clients and retail clients are appropriate including investment advice, non-advised services and execution only. The negative target market are clients with a short-term investment horizon. Any person subsequently offering, selling or recommending the Notes (a **UK distributor**) should take into consideration the manufacturer's target market assessment; however, a UK distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

For the purposes of this provision, the expression **manufacturer** means fund2sec S.à r.l.



fund2Sec S.à r.l.

Legal Entity Identifier: 52990019F6AXLJ4TPK58

fund2Sec S.à r.l. is a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of the Grand Duchy of Luxembourg (“Luxembourg”), having its registered office at 46, Rue des Prés, 5316 Contern, Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B265552, being subject as an unregulated securitisation undertaking (*société de titrisation non-réglémentée*) to the Luxembourg act dated 22 March 2004 on securitisation, as amended and acting in respect of its Compartment 1 (the „Issuer”)

FINAL TERMS

Issue of up to EUR 1,000,000,000 microfinance fund Index Linked Notes (the “Notes”) under the Index Linked Notes and Certificates Programme

PART 1: CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions of the Notes (the “**Note Conditions**”), as set forth in the Base Prospectus dated 15th December 2022 which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “**Prospectus Regulation**”) and the Luxembourg law dated 16 July 2019 on prospectuses for securities, as amended (the “**Prospectus Law**”) (the “**Base Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus.

The Base Prospectus is available for viewing at the office of the Issuer currently at 46, Rue des Prés, 5316 Contern, Grand Duchy of Luxembourg and of the Paying Agent and on the website of the Issuer (www.f2s.lu/dokumente).

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|----|---|-------------------------------|
| 1. | (A) Series Number | 0001 |
| | (B) Tranche Number | 01 |
| | (C) Date on which the Notes will be consolidated and form a single Series | Not Applicable |
| | (D) Multi Series Compartment | Applicable |
| | (E) Further Issues | Applicable |
| 2. | Form of the Notes | Global Note(s) in bearer form |
| 3. | Aggregate Nominal Amount | |

	(A) Series	up to EUR 1,000,000,000
	(B) Tranche	EUR 80,000,000
	Specified Nominal per Note	EUR 100,000
4.	Issue Price	100.00 per cent. of Aggregate Principal Amount (Offer Price = 100.00%)
5.	Issue Date	23 rd December 2022
6.	Retained Instruments	EUR 80,000,000
7.	Scheduled Maturity Date	16 th December 2042 subject to adjustment in accordance with the Preceding Business Day Convention, for which purpose the relevant Business Days are Luxembourg/TARGET Settlement Days.

PROVISIONS RELATING TO REDEMPTION

8.	Early Redemption Amount	Unless previously redeemed, at the option of the Issuer, the Notes may be early redeemed on their Early Redemption Date in accordance with the following provisions in respect of each Note, covered in Condition 5.6: Alternative 3
9.	Regulatory Redemption Counterparty	Calculation Agent
10.	(A) Redemption at the option of the Noteholder(s)	Applicable
	(B) Noteholders' Early Redemption Period	means in respect of Note Condition 5.5, the period from (and including) the Issue Date to (and including) the Scheduled Maturity Date.
	(C) Noteholders' Early Redemption Notice period	30 (thirty) calendar days
11.	Final Redemption Amount	Unless previously redeemed, the Issuer shall redeem the Notes on the Scheduled Maturity Date, in accordance with the following provisions in respect of each Note:

CashR_t + N x Product Formula x PartF

with:

CashR_t = Cash Reserve standing to the credit of the Relevant Cash Account on the respective Valuation Date;

N = Specified Nominal;

PartF = being calculated in accordance with the formula as stated in Note Condition 5.1.

TERMS RELATING TO INDEX LINKED NOTES

12.	(A)	Name of the Index	microfinance fund Index
	(B)	Index information	<p>The Index is published on the website of the Index Administrator free of charge: https://www.solactive.com/indices/?index=DE000SL0EPZ1)</p> <p>Any publication in relation to the Index (e.g. notices, amendments) will be available on the website of the Index Administrator: https://www.solactive.com/news/announcements</p>
	(C)	Index Administrator	Solactive AG, Frankfurt. Solactive AG is registered with the district court (<i>Amtsgericht</i>) in Frankfurt am Main under the Commercial Register number HRB 79986.
	(D)	Trade Date	Issue Date
	(E)	Exchange	Not Applicable
	(F)	Related Exchange	Not Applicable
	(G)	Exchange Rate	Not Applicable
	(H)	Averaging	Not Applicable
	(I)	Valuation Date(s)	Last weekday of every month
	(J)	Valuation Time	None specified
	(K)	Observation Date(s)	Last weekday of every calendar quarter
	(L)	Disrupted Day	If an Averaging Date, a Valuation Date or an Observation Date (as the case may be) is a Disrupted Day, the relevant price will be calculated based upon a postponement until a day on which the relevant index level is published or can otherwise be determined by the Calculation Agent.

(M) Additional Disruption Events

The following Additional Disruption Events apply to the Notes: Change in Law, Hedging Disruption and Increased Cost of Hedging.

PROVISIONS RELATED TO ASSETS

13. Swap Agreement

A Swap Agreement subject to Luxembourg Law entered into on the Issue Date between the Issuer and the Swap Counterparty.

(A) Swap Counterparty

Stiftung Bienenelfe, Frankenhoehe 40, 55288 Spiesheim, Germany.

(B) Early Termination of Swap Agreement

The Swap Agreement will terminate in full if all the Notes are redeemed prior to their Scheduled Maturity Date pursuant to Note Condition 5 or upon the occurrence of an Event of Default.

The Swap Agreement will terminate in part (on a pro rata basis in proportion to the principal amount of the Notes being redeemed) if some of the Notes are redeemed or the Notes are redeemed in part prior to their Maturity Date pursuant to Note Condition 5.

(C) Swap Counterparty Pledge

Applicable

14. Additional Financial Centre(s) or other special provision relating to payment days

Frankfurt

15. Separate Compartment

A separate compartment 1 has been created by the board of directors of the Issuer in respect of this Series of Notes. The Compartment 1 is a separate part of the Issuer's assets and liabilities.

OTHER INFORMATION

16. Initial Costs and Fees (plus VAT, if applicable)

(A) Arranger Fee

EUR 50,000

(B) Initiator Fee

Not Applicable

(C) Custodian Fee

0.03% per annum calculated on a monthly basis on the valuation of the positions held by the

Custodian in the securities account of the Issuer, on the last Business Day of each month.

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| (D) Paying Agent Fee | EUR 10,000 (one-off per ISIN) at the first issue plus EUR 4,000 per annum payable quarterly in arrears. |
| (E) Calculation Agent Fee | EUR 1,000 per annum payable quarterly in arrears. |
| (F) Auditor Fee | EUR 12,000 per annum payable annually in arrears |
| (G) f2t Sustainability Royalty | An amount of (i) EUR 150 calculated per EUR 1,000,000 of issued nominal amount of Notes will be payable to the Sustainable Foundation for operational services, including the planting of trees, bushes and grassland (as the case may be) in the sowing period following the relevant Issue Date and (ii) a servicing fee of EUR 50 per EUR 1,000,000 nominal amount of Notes outstanding calculated annually in arrears. |
| (H) Index License Fee | 0.10% per annum calculated on a quarterly basis on the Product Amount _{t-1} |

17. Lux_NCPI_{IssueDate} 117.78

The Issuer accepts responsibility for the information contained in the Final Terms.

Signed on behalf of the Issuer and dated on 22nd December 2022

fund2sec S.à r.l., acting in respect of **Compartment 1**

Name: Sven ULBRICH

Title: Manager



Name: Nadja KNOTH

Title: Manager

PART 2: OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

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| 1. | (A) | Listing: | Application will be made to list up to EUR 1,000,000,000 aggregate principal amount of the Notes on the Official List of the Duesseldorfer Boerse. On the sole discretion of the Issuer application will also be made to list up to EUR 1,000,0000 aggregate principal amount of the Notes on the Securities Official List of the Luxembourg Stock Exchange and the Luxembourg Green Exchange. |
| | (B) | Admission to trading | Application will be made with effect of 09 th January 2023 for up to EUR 1,000,000,000 aggregate principal amount of the Notes to be admitted to trading on the Duesseldorfer Boerse. |
| | (C) | Countries where admission to trading on the regulated market(s) is being sought | Germany |
| | (D) | Countries where the base prospectus has been notified | Germany |
| | (E) | Estimated of total expenses related to admission to trading | The total expenses related to the admission to trading are approximately 0.01 per annum. |

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

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| 2. | | Save for any fees payable to fund2seed GmbH (being the Arranger and the Calculation Agent), as far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. fund2seed GmbH and its affiliates have engaged, and may in the future engage, in investment transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business. |
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REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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| 3. | (A) | Reasons for the offer and use of proceeds | <p>The net proceeds will be used to fund (i) any initial payment obligations under the Swap Agreement(s) (if any) in connection with such Series of Instruments and (ii) to fund the Relevant Cash Account with the Initial Cash Reserve Amount to pay expenses or other amounts in connection with the administration of the Issuer and/or the issue of the Notes.</p> <p>The Issuer applies an amount equal to the amount funding any initial payment obligations under the</p> |
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Swap Agreement(s) specifically for purposes and activities that promote social purposes.

The Swap Counterparty is a charitable foundation based in Germany and is obliged to pay the performance of the microfinance fund Index under the Swap Agreement(s).

(B)	Use and estimated net amount of proceeds	The estimated net amount of proceeds of the issuance of the Notes are EUR 79,950,000.
(C)	Initial Cash Reserve Amount	1% of the nominal amount of Notes issued
(D)	Participation Factor	99.0%
(E)	Estimated total expenses	0.33% per annum

OPERATIONAL INFORMATION

4.	(A)	ISIN Code	XS2571454508
	(B)	Common Code	257145450
	(C)	WKN	Not Applicable
	(D)	Valoren Code	Not Applicable
	(E)	Clearing system(s)	Clearstream Banking S.A., with its registered address at 42 av. J.-F. Kennedy, 1855 Luxembourg
	(F)	Custody	Assets, which will be delivered to the Custodian by the Swap Counterparty pursuant to the Swap Counterparty Pledge Agreement and credited to account number LU05 0017 0468 2090 0000 / CBL 30031 of the Custodian with Clearstream Banking S.A.

AGENTS AND OTHER PARTIES

5.	(A)	Custodian	Banque et Caisse d'Épargne de l'État, 1, Place de Metz, L-2954 Luxembourg, Luxembourg
	(B)	Sub-Custodian	Not Applicable
	(C)	Paying Agent	Banque et Caisse d'Épargne de l'État, 1, Place de Metz, L-2954 Luxembourg, Luxembourg
	(D)	Initiator	Fair-Finance Asset Management Ltd., Il Piazzetta A, Suite 52, Level 5 Tower Road, Sliema SLM 1607, Malta
	(E)	Sustainable Foundation	Stiftung Bienenelfe, Frankenhoehe 40, 55288 Spiesheim, Germany

(F)	Other Parties	Not Applicable
(G)	Authorised Offeror	Fair-Finance Asset Management Ltd., Il Piazzetta A, Suite 52, Level 5 Tower Road, Sliema SLM 1607, Malta

TERMS RELATING TO THE INDEX

6. Performance of Index/Formula and explanation of effect on value of investment and associated risks: The microfinance fund Index (Index ISIN: DE000SL0EPZ1) (the “**Index**”) is designed to represent a universe of microfinance funds which invest in microfinance institutions all around the globe - particular in developing and emerging countries. As at the Issue Date of the Notes, the universe consists of the following funds:

NAME	ISIN
BLUEORCHARD MICROFINANCE	LU0973080392
GLS MICROFINANCE	LU1323423696
IIV INVEST IN VISIONS	DE000A1H44S3
RESPONSABILITY MIRCO&SME FINANCE LEADERS	LU0520963082
RESPONSABILITY AGRICULTURE FUND	LU1709333030
TRIODOS MICROFINANCE	LU0402513328
DRF VISION MICROFINANCE	LU0306115196
DRF VISION MICROFINANCE LOCAL CURRENCY	LU0533938022
RESPONSABILITY MICRO AND SME FINANCE FUND EUR-II	LU1050624516
RESPONSABILITY MIRCO AND SME FINANCE DEBT FUND I-II-EUR*	LU1303877564
ERSTE RESPONSIBLE MICROFINANCE A	AT0000A0G256

KCD- MIKROFINANZFONDS III	LU1106543249
LUXEMBOURG MICROFINANCE AND DEVELOPMENT FUND B ACC	LU0456966935
EMF MICROFINANCE FUND AGMVK S T EUR (H)	LI0498082135

As described in section 2.3 of the Index Guidelines (available free of charge at <https://www.solactive.com/wp-content/uploads/2022/03/Guideline-5.pdf>) (the “**Index Guidelines**”) eight constituents of the universe are weighted in decreasing order from 20% (the highest weighting) down to 5% (the minimum weighting).

A closing level of the Index for each Calculation Day is calculated by the Index Administrator and published on the Index Administrators website: <https://www.solactive.com/indices/?se=1&index=DE000SL0EPZ1#detail>. As described in section 4 of the Index Guidelines, the Index Level calculated based on the Net Asset Values of the Index Components.

The initial level of the Index on the 30th September 2019, the “**Start Date**”, was 100. Historical values from the 01st March 2022, the “**Live Date**”, are recorded in accordance with Article 8 of the Benchmark Regulation. Levels of the Index published for a period prior to the Live Date have been backtested.

On the Issue Date, the latest Index Level is 104.43.

Information on the Index and the actual Index Level and past and future performance and volatility of the Index are available free of charge on the website of the Index Administrator as stated above and on Bloomberg (MIFIFUND Index) or on Reuters (.MIFIFUND).

BENCHMARK REGULATIONS

7. Benchmark Regulation: Article 29(2) statement on benchmarks: Amounts payable under the Notes will be calculated by reference to the microfinance Fund

Index which is provided by Solactive AG (“**Solactive**”).

As at 19th December 2022 Solactive appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).

MISCELLANEOUS

8. (A)	Board Approval	The issue of the Notes and the creation of Compartment 1 has been authorised by the Board of Managers on 21 st of July 2022.
(B)	Loss bearing capacity	medium
(C)	Risk tolerance	medium (Risk Indicator: 3)
(D)	ECB Eligibility	Not Applicable

DISTRIBUTION

9.	(A)	Selling Restriction EEA	The Selling Restriction “Prohibition of Sales to EEA Retail Investors” is not applicable.
	(B)	Selling Restriction UK	The Selling Restriction “Prohibition of Sales to UK Retail Investors” is not applicable.
	(C)	Non-exempt Offer where there is no exemption from the obligation under the Prospectus Regulation to publish a prospectus	Not Applicable
		Countries where the Non-Exempt Offer(s) to the public take place	Not Applicable
		Offer Period	Not Applicable

TERMS AND CONDITIONS OF THE OFFER

10.	Offer Price:	100.00%
	Conditions to which the offer is subject:	Not applicable
	Description of the application process:	Not applicable
	Details of the minimum and/or maximum amount of the application:	Not applicable
	Description of possibility to reduce subscriptions and manner for refunding amounts paid in excess by applicants:	Not applicable
	Details of the method and time limits for paying up and delivering the Notes:	Not applicable
	Manner in and date on which results of the offer are to be made public:	Not applicable
	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
	Whether tranche(s) have been reserved for certain countries:	Not applicable
	Process for notifying applicants of the amount allotted and an indication whether dealing may begin before notification is made:	Not applicable
	Amount of any expenses and taxes charged to the subscriber or purchaser:	Not applicable
	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	None