

CONFORMED COPY

Final Terms

**EUROPEAN INVESTMENT BANK
Debt Issuance Programme**

Issue Number: 2620/0600

PLN 500,000,000 5.250 per cent. Bonds due 24th January, 2031
(to be consolidated and form a single series with the existing PLN 2,100,000,000 5.250 per
cent. Bonds due 24th January, 2031 issued in five tranches on 9th February, 2024,
4th March, 2024, 15th May, 2024, 5th November, 2024 and 22nd January, 2025)

Issue Price: 98.162 per cent.
(plus 47 days' accrued interest from, and including, 24th January, 2025 to, but excluding,
12th March, 2025)

Bank Handlowy w Warszawie S.A.

The date of these Final Terms is 10th March, 2025.

These Final Terms, under which the bonds described herein (the **Bonds**) are issued, are supplemental to, and should be read in conjunction with, the offering circular (the **Offering Circular**) dated 8th December, 2014 issued in relation to the debt issuance programme of European Investment Bank (**EIB**). The Bonds will be issued on the terms of these Final Terms read together with the Offering Circular. Terms defined in the Offering Circular have the same meaning in these Final Terms.

EIB accepts responsibility for the information contained in these Final Terms which, when read together with the Offering Circular, contain all information that is material in the context of the issue of the Bonds.

These Final Terms do not constitute an offer of, or an invitation by or on behalf of anyone to subscribe or purchase any of, the Bonds.

The Bonds shall not be offered or sold to any Russian or Belarusian natural or legal person, entity or body if and to the extent that this would contravene any applicable restriction under sanctions imposed by the European Union (the **EU**) (as may be amended, supplemented, replaced or superseded from time to time).

The EIB does not fall under the scope of application of the MiFID II package. Consequently, the EIB does not qualify as an "investment firm", "manufacturer" or "distributor" for the purposes of MiFID II.

Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Bonds (a **distributor**) should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own 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, as applicable.

For the purposes of this provision, the expression **manufacturer** means the Relevant Dealer and the expression **MiFID II** means Directive 2014/65/EU, as amended.

EIB Support for Europe's Security and Defence Industry

On 8th May, 2024, the Board of Directors of the EIB approved an updated definition of dual-use goods and infrastructure eligible for EIB Group financing and agreed to facilitate financing for small and medium-sized enterprises (**SMEs**) in the security and defence industry, by opening up dedicated intermediated financing.

Boosting EIB Group support to safeguard Europe's peace and security is one of the top strategic priorities, outlined by EIB President Nadia Calviño to EU Finance Ministers in February 2024. Following intensive consultations with the EIB's shareholders, financial markets and key stakeholders, and the European Council's mandate to further improve access to finance for European security and defence firms, President Calviño unveiled an immediate Security and Defence Industry Action Plan at the last EU Finance Ministers meeting (ECOFIN) on 12th April, 2024, where the initiative received broad support.

The EIB Board of Directors meeting held on 8th May, 2024 formally adopted the Action Plan. Going forward, the EIB will waive a previous requirement that dual-use projects eligible for financing in the

area of security and defence derive more than 50 per cent. of their expected revenues from civilian use. Projects and infrastructure used by the military or police that also serve civilian needs will now be eligible for EIB Group financing. There will no longer be a minimum threshold for expected revenues from civilian applications or share of civilian users.

The EIB Group will also update its rules for security and defence SME financing. This will open dedicated credit lines managed by banks in EU Member States and other intermediaries for dual-use projects by smaller companies and innovative startups. EU companies whose activity is partly in defence will be eligible for financing using EIB-backed intermediated credit lines. No further changes were made to the EIB Group's eligibility, excluded activities and excluded sectors list.

The EIB Group has created a dedicated Security and Defence Office, providing a one-stop shop for security and defence investment, operational since 1st May, 2024. It offers streamlined financial support and expert assistance aimed at strengthening Europe's security and defence capabilities.

The changes are expected to speed up investment and improve access to EIB Group financing for the European security and defence sector, deploying EUR 6 billion in funding available under the Strategic European Security Initiative (**SESI**), and the European Investment Fund's (**EIF**) Defence Equity Facility, and further boosting the EIB Group's support to the European security and defence industry.

The EIB Group, which also includes the EIF, has been actively supporting investment that reinforces Europe's defence and security industry since 2017. Beneficiaries of EIB Group financing range from household names in the defence sector to innovative startups.

Under SESI, expanded immediately after Russia's aggression against Ukraine, there still is EUR 6 billion in funding available. In addition, the EIF launched a EUR 175 million Defence Equity Facility in January 2024, which can support SME and start-ups in the field, such as those in the area cybersecurity.

Eligible projects under SESI will include military mobility, space, cybersecurity, green security, critical infrastructure, border protection, and other dual-use investments, such as drones.

EIB Board of Governors initiates process to change EIB Statute

On 21st June, 2024, the Board of Governors of the EIB set in motion the process to make certain changes to the Statute of the EIB (the **Statute**). In line with other international financial institutions, this proposed statutory change will give the EIB's Board of Governors the competence to determine the EIB's gearing ratio, which requires the aggregate amount of loans and guarantees granted by the EIB outstanding at any time not to exceed a maximum ratio in respect of its subscribed capital, reserves, non-allocated provisions and profit and loss account surplus.

The legislative procedure for this proposed statutory change, which is set out in Article 308 of the Treaty on the Functioning of the European Union (the **TFEU**), will now be taken forward by the EIB governing bodies and the Council of the European Union, in consultation with the European Parliament, the European Commission, and some national parliaments of the EU Member States.

Subject to this proposed statutory change being adopted in accordance with Article 308 of the TFEU, the EIB's Board of Governors also agreed to raise the gearing ratio limit from 250 per cent. to 290 per cent., enabling the EIB to maintain planned 2024 annual lending volumes and implement additional mandates and guarantees from the EU budget, whilst preserving its credit rating, leverage and capital ratios. This increase is expected to provide sufficient headroom to implement the EIB Group Strategic Roadmap and for critical investment in areas such as clean energy, batteries, social and territorial cohesion, and security and defence, boosting European strategic autonomy. Under the new gearing ratio limit, the EIB is expected to maintain a high Core Tier 1 capital ratio, further enhanced by internal measures to boost efficiency and profitability, and this with no anticipated impact on European taxpayers. The new gearing ratio limit would enter into force on the date of the entry into force of the proposed statutory change. There can, however, be no certainty that this proposed statutory change will ultimately be adopted or about the timing of any such adoption.

EIB Board of Directors approves Ukraine Energy Rescue Plan

On 7th October, 2024, the Board of Directors of the EIB approved the implementation of the Ukraine Energy Rescue Plan (the **Plan**) by written procedure, which approval was recorded at the EIB Board of Directors meeting held on 16th October, 2024. The Plan is an initiative to extend EU support for Ukraine's heavily damaged energy infrastructure due to Russia's ongoing war, ahead of the winter season, aimed at supporting the resilience of the country and its people.

As part of the Plan, the EIB expects to invest up to EUR 600.0 million in financing for emergency energy projects across the public and private sectors. This funding will be guaranteed under the EU's Ukraine Facility and in part supported by the EIB's EU for Ukraine Fund and Advisory Programme. It is intended to help restore and strengthen Ukraine's energy infrastructure while also aligning it with EU standards, further advancing the country's integration into the EU.

Initially the emphasis is expected to be on making finance available for projects that generate electricity and heat using equipment which can be quickly set up to meet the urgent needs of households and businesses. The Plan also focuses on projects to protect key electricity substations with shelters. It aims to urgently restore electricity and heating to prevent disruptions to critical services such as hospitals, schools and water supplies, ensuring uninterrupted operations for households, businesses and public services.

Financing for small natural gas-powered installations (<50MW) is exceptionally permitted under the Plan in response to Ukraine's urgent energy needs as a result of the ongoing war. The Plan also allows the EIB to support counterparties without a formal transition plan. These temporary derogations from the EIB's Energy Lending Policy and the Paris Alignment for Counterparties (PATH) framework are limited in time and space; they are expected to be in place until the end of 2025 and will only apply to Ukraine.

Furthermore, part of the Plan also refers to more medium-term measures aimed at making the Ukraine energy sector more sustainable and resilient. It aims to improve energy efficiency in both the industrial and residential sectors, reducing energy consumption and promoting long-term resilience.

The Plan will also extend the EIB's ongoing recovery and municipal framework programmes to include energy-related initiatives. It is closely aligned with the priorities of the Ukrainian government and follows discussions with Ukraine's Ministry of Finance.

Background Information

The Ukraine Facility is the EU's financial assistance programme for Ukraine. During the 2024-2027 period, EUR 50.0 billion will be allocated by the EU to finance the Ukrainian state budget, stimulate investment and provide technical support in the implementation of the programme.

The EU for Ukraine Fund (EU4U) was established in 2023 as part of a larger EU for Ukraine initiative. The fund aims to accelerate EIB Global's support for Ukraine's most urgent infrastructure needs and to help sustain the country's economy. It supports critical recovery and reconstruction projects involving both the public and the private sector and improves access to finance for entrepreneurs in Ukraine. To date, the fund has secured over EUR 420.0 million in pledges from the EU Member States.

EIB Group announces preliminary unaudited operational results for 2024

On 30th January, 2025, the EIB Group released its preliminary unaudited operational results for the fiscal year ended 31st December, 2024.

The EIB Group supported over €100 billion in new investment for Europe's energy security in 2024.

- Nearly 60 per cent. of all EIB Group financing supported the green transition, climate action and environmental sustainability.
- There was a sharp increase in higher-risk activities, with €8 billion committed for equity and quasi-equity investment.
- Financing for eligible security and defence projects doubled to €1 billion in 2024, with a further doubling planned in 2025.

The EIB Group signed €89 billion in new financing in 2024. The EIB Group made more investments than ever before to strengthen EU energy security, mobilising over €100 billion for projects in new and upgraded infrastructure such as grids and interconnectors, renewables, net-zero industries, efficiency and storage. Nearly 60 per cent. of the total financing supported the green transition, climate action and environmental sustainability.

The EIB Group's preliminary unaudited operational results for 2024 once again signal profitability. At the same time, higher-risk EIB operations to back Europe's most innovative companies have sharply increased. €8 billion in equity and quasi-equity investment from the EIB and the European Investment Fund (EIF) is expected to mobilise €110 billion in growth capital for startups, scale-ups and European pioneers.

Eligible security and defence investment doubled in 2024, and the goal is to double this figure again in 2025. Furthermore, the EIB Group significantly extended its eligible investments in dual-use projects, which now include border protection, military mobility, de-mining and de-contamination, space, cybersecurity, anti-jamming equipment, seabed and critical infrastructure protection, research and development, and drones.

Looking ahead, the EIB Group plans to increase its overall investments to €95 billion in 2025, with flagship initiatives to support European tech champions and a dedicated TechEU programme, critical raw

materials, water management, the energy efficiency of small and medium-sized companies, and a dedicated platform to promote sustainable and affordable housing.

In parallel with increasing its investment capacity and impact, the EIB Group is making significant progress in cutting red tape for clients and has shortened the time to market required to approve and deploy new investments. During 2024, it introduced simplified appraisal procedures covering more than 40 per cent. of its operations.

The EIB Group financing committed in 2024 is expected to power almost 15 million households with clean energy, create up to 1.5 million new jobs in Europe over the next few years, advance therapies against cancer, and help secure affordable housing from Croatia to Latvia.

In more detail, highlights from 2024 include:

- Stepped up higher-risk activities, expected to mobilise about €110 billion in new investments. This includes €7.2 billion of investments by the EIF in the equity funds ecosystem, and €1 billion in venture debt by the EIB.
- More than €14 billion in total investment deployed by the EIF to support Europe's small businesses and innovators, including in 102 venture capital funds, such as a dedicated fund to back women-owned and gender-balanced startups in space and deep tech.
- €51 billion – around 60 per cent. of investments in 2024 – to support the green transition, climate action and environmental sustainability, from the world's first zero-emissions tyre factory in Romania to support for sustainable mobility in Valencia, keeping the EIB Group well on track to meet its target of supporting €1 trillion in climate and environmental sustainability investment in the critical decade to 2030.
- €31 billion to back EU energy security, including for efficiency, renewables, storage and electricity grids, which is expected to support over €100 billion in investment. Flagship initiatives include counter-guarantees to bolster European wind manufacturers, electric vehicle battery manufacturing in France and the Princess Elisabeth Island in Belgium. For grids and storage, financing rose to €8.5 billion, mobilising 40 per cent. of Europe's total investment in that sector in 2024, including transmission network upgrades and interconnectors in Spain, Czechia and Germany.
- Support for eligible security and defence projects doubled to €1 billion, including the deployment of dual-use satellites in Poland, port upgrades to meet the needs of NATO vessels in Denmark and investment by the EIF in dedicated private investment funds. A further doubling of annual investments to €2 billion is expected in 2025.
- €38 billion to accelerate social and territorial cohesion, including credit lines for farmers in Romania, innovative startups in Greece and just transition projects in Estonia.
- The EIB Group has also provided financial support to boost climate resilience and adaptation from post-landslide reconstruction in Italy to recovery investments in European regions affected by devastating floods.
- With more than €2.2 billion disbursed since 2022, EIB Group investments in Ukraine are helping to repair schools, kindergartens and hospitals, upgrade transport and protect energy infrastructure, as well as support the private sector.

Beyond Ukraine, the EIB Group's operations outside the European Union are supporting stability in the EU neighbourhood and partner countries on their path to EU membership, including with rail upgrades in countries such as Albania and Montenegro.

Supporting EU global priorities and helping strengthen Europe's voice in the world, EIB Group financing also helps drought-stricken countries like Jordan to manage water supplies. Thanks to reinforced partnerships inside and outside the European Union, EIB investments are helping eliminate diseases like polio and support sustainable infrastructure around the world from Vietnam to India.

Under EIB President Nadia Calviño, who took office in January 2024, the EIB Group has updated its internal policies and investment strategy to maximise impact and scale up support for shared European priorities.

Changes include:

- A Strategic Roadmap, aligned with EU policies and agreed by the 27 EU Member States (the EIB's shareholders) to focus resources on impactful investment on eight core priorities.
- A revamped framework expanding the EIB Group's activity in the areas of security and defence, with streamlined internal procedures and new partnerships with external stakeholders, such as the NATO Innovation Fund and the European Defence Agency.
- The EIB's Board of Governors approved the increase of the gearing ratio, a limit on EIB Group's investments¹. This will enable the EIB Group to make the necessary strategic investments to deliver on EU policy goals while preserving its leverage and capital ratios.
- An action plan with building blocks for a deeper capital markets union.
- Actions and proposals to cut red tape, improve the usability of EU sustainability reporting rules and optimise the use of EU budget instruments.
- A stepped up time to market initiative to simplify internal processes and boost efficiency, enabling much faster approvals for new financing.
- An action plan to improve transparency, accountability and well-being in the workplace, including the appointment of an ombudsperson to swiftly address common workplace issues and improve the working environment.

Looking ahead, the EIB Group Operational Plan covers up to €95 billion in new investment in 2025, supported by the EIB Group's stellar credit rating and strong capital position. New initiatives aligned with the priorities of the new European Commission expected to be rolled out in 2025 include:

- Maintaining a 60 per cent. green finance target.
- Scaling up support for leading technologies, including clean-tech, artificial intelligence, chips, high-performance and quantum computing, health sciences and medical technologies, and Europe's cutting-edge industrial capacity.
- An exit platform to facilitate the listing of European scale-ups in EU markets or the acquisition of these promising innovators by European companies.
- An extension of the highly successful European Tech Champions Initiative (ETCI) as part of the broader goal to boost equity and venture debt investments to scale up Europe's innovative startups.
- Further doubling of support for eligible projects in Europe's security and defence industry.

¹ This increase will take effect when a proposed amendment to the EIB Statute will enter into force, which proposed amendment is subject to final approval by the Council of the European Union.

- A pan-European investment platform for affordable and sustainable housing, together with the European Commission and increased financing for the housing sector.
- Increasing investment for critical raw materials projects, such as the Keliber lithium production facility in Finland agreed in 2024.
- A dedicated water programme of about €4.5 billion to focus investment on flood resilience, and to address water scarcity amid intensifying droughts.
- New support for Europe's farmers through agricultural insurance and other de-risking schemes, building on a €3 billion facility to improve access to financing for young farmers and women.
- A €2.5 billion programme to scale up energy efficiency investments by small and medium-sized companies so they can lower their CO2 emissions and electricity bills.

The terms of the Bonds and additional provisions relating to their issue are as follows:

GENERAL PROVISIONS

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| 1 | Issue Number: | 2620/0600 (to be consolidated and form a single series with the existing PLN 2,100,000,000 5.250 per cent. Bonds due 24th January, 2031 issued in five tranches on 9th February, 2024, 4th March, 2024, 15th May, 2024, 5th November, 2024 and 22nd January, 2025 from and including the Issue Date) |
| 2 | Security Codes: | |
| | (i) ISIN: | EU000A3LUC58 |
| | (ii) Common Code: | 276443038 |
| 3 | Specified Currency or Currencies: | Polish Zloty (PLN) |
| 4 | Principal Amount of Issue: | PLN 500,000,000 |
| 5 | Specified Denomination: | PLN 1,000 |
| 6 | Issue Date: | 12th March, 2025 |

INTEREST PROVISIONS

- | | | |
|----------|-----------------------------------|--|
| 7 | Interest Type: | Fixed Rate

(Further particulars specified below) |
| 8 | Interest Commencement Date: | 24th January, 2025 |
| 9 | Fixed Rate Provisions: | Applicable |
| | (i) Interest Rate: | 5.250 per cent. per annum |
| | (ii) Interest Period End Date(s): | The dates that would be Interest Payment Dates but without adjustment for any Business Day Convention |
| | (iii) Interest Payment Date(s): | 24th January in each year commencing 24th January, 2026, up to, and including, the Maturity Date subject in each case to adjustment in accordance with the Business Day Convention specified below |
| | (iv) Business Day Convention: | Following |
| | (v) Interest Amount: | PLN 52.50 per PLN 1,000 in principal amount |
| | (vi) Broken Amount: | Not Applicable |
| | (vii) Day Count Fraction: | Actual/Actual - ICMA |
| | (viii) Business Day Centre(s): | London, TARGET and Warsaw |

	(ix) Other terms relating to the method of calculating interest for Fixed Rate Bonds:	Not Applicable
10	Floating Rate Provisions:	Not Applicable
11	Zero Coupon Provisions:	Not Applicable
12	Index-Linked Provisions:	Not Applicable
13	Foreign Exchange Rate Provisions:	Not Applicable

NORMAL REDEMPTION PROVISIONS

14	Redemption Basis:	Redemption at par
15	Redemption Amount:	Principal Amount
16	Maturity Date:	24th January, 2031
17	Business Day Convention:	Following

OPTIONS AND EARLY REDEMPTION PROVISIONS

18	Unmatured Coupons to become void upon early redemption (Bearer Bonds only):	No
19	Issuer's Optional Redemption:	Not Applicable
20	Bondholders' Optional Redemption:	Not Applicable
21	Redemption Amount payable on redemption for an Event of Default:	Redemption at par

GENERAL PROVISIONS APPLICABLE TO THE BONDS

22	Form of Bonds:	Bearer Bonds Permanent Global Bond which is exchangeable for Definitive Bonds in the limited circumstances specified therein
23	New Global Note:	No

24	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Bonds are capable of meeting them the Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
25	Details relating to Partly Paid Bonds:	Not Applicable
26	Details relating to Instalment Bonds:	Not Applicable
27	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
28	Consolidation provisions:	Not Applicable
29	Business Day Centre(s):	London, TARGET and Warsaw
30	Other terms or special conditions:	Not Applicable

DISTRIBUTION PROVISIONS

31	Method of distribution:	Non-Syndicated
	(i) If syndicated, names of Managers:	Not Applicable
	(ii) If non-syndicated, name of Relevant Dealer:	Bank Handlowy w Warszawie S.A.
	(iii) Stabilising manager(s) (if any):	Not Applicable
	(iv) Commission(s):	Combined management and underwriting commission of 0.049 per cent. of the Principal Amount of the Bonds being issued

OPERATIONAL INFORMATION AND LISTING

32	Any clearing system(s) other than Euroclear Bank SA/NV (Euroclear) or Clearstream Banking S.A. (Clearstream, Luxembourg) and the relevant identification number(s):	The Bonds will initially settle through Euroclear and Clearstream, Luxembourg The Issuer will make an application for the Bonds to be registered and accepted for settlement with the Central Securities Depository of Poland, Krajowy Depozyt Papierów Wartościowych S.A. (KDPW) as soon as reasonably practicable after the Issue Date
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33 Agents appointed in respect of the Bonds:

Fiscal Agent and principal Paying Agent

Citibank, N.A., London Branch
13th Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

Paying Agent and Luxembourg Listing Agent

Banque Internationale à Luxembourg S.A.
69, route d'Esch
L-2953 Luxembourg

34 Listing:

Luxembourg Stock Exchange's regulated market

The Issuer will also make an application for the Bonds to be admitted and introduced to trading on the Catalyst regulated market of the Warsaw Stock Exchange (*rynek regulowany Gieldy Papierów Wartościowych w Warszawie S.A.*) as soon as reasonably practicable after the Issue Date

35 Governing law:

English

EUROPEAN INVESTMENT BANK:

By: SANDEEP DHAWAN

By: DORA ZAMBATA