PRICING SUPPLEMENT

PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA 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 Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97, 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 (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 the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU 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**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under 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.

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 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.

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 Notes are "prescribed capital markets products " (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Pricing Supplement dated 24 January 2022

P3 Group S.àr.l.
Legal entity Identifier (LEI): 529900GR62MT0O5VW110

Issue of EUR 500,000,000 0.875 per cent. Green Notes due 2026

under the EUR 5,000,000,000

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 (the "**Conditions**") set forth in the Offering Circular dated 17 January 2022 (the "**Offering Circular**"). This document constitutes the Pricing Supplement of the Notes described herein and must be read in conjunction with the Offering Circular in order to obtain all the relevant information.

The Offering Circular is available for viewing at https://www.p3parks.com/investors/bond-information

1.	(i)	Issuer:	P3 Group S.àr.l.
2.	(i)	Series Number:	1
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency or Currencies:		EUR
4.	Aggregate Nominal Amount:		
	(i)	Series	EUR 500,000,000
	(ii)	Tranche	EUR 500,000,000
5.	Issue Price:		99.326 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
	(ii)	Calculation Amount:	EUR 1,000
7.	(i)	Issue Date:	26 January 2022
	(ii)	Interest Commencement Date:	Issue Date
8.	Maturity Date:		26 January 2026
9.	Interest Basis:		0.875 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11.	Change of Interest or Redemption/Payment Basis:		Not Applicable
12.	Put/Call Options:		Issuer Call (Condition 9(b) (*Redemption for tax reasons*))

			Issuer Call (Conditions 9(c)(ii)(*Redemption at the option of the Issuer*) and 9(d) (*Partial Redemption*))
			Issuer Residual Call (Condition 9(e) (*Issuer Residual Call*))
			Issuer Maturity Par Call (Condition 9(f) (*Issuer Maturity Par Call*))
			Change of Control Put (Condition 9(h) (*Change of Control Put Option*))
			(See paragraphs 17, 19 and 20 below)
13.	(i)	Status of the Notes:	Senior
	(ii)	Date Board and Ad Hoc Committee approvals for issuance of Notes obtained:	9 December 2021 and 18 January 2022, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	**Fixed Rate Note Provisions**		Applicable
	(i)	Rate of Interest:	0.875 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	26 January in each year starting from and including 26 January 2023 to and including the Maturity Date
	(iii)	Fixed Coupon Amount:	EUR 8.75 per Calculation Amount
	(iv)	Fixed Coupon Amount for a short or long Interest Period ("Broken Amount(s)")	Not applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
15.	**Floating Rate Note Provisions**		Not Applicable
16.	**Zero Coupon Note Provisions**		Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option			Applicable
	(i)	Optional Redemption Date(s):		Any Payment Business Day from, but excluding, the Issue Date to, but excluding, the Maturity Date.
	(ii)	Optional Redemption Amount(s) of each Note:		On any Optional Redemption Date from, but excluding, the Issue Date to, but excluding, the Par Redemption Date: the Make Whole Redemption Price. On any Optional Redemption Date from and including the Par Redemption Date: EUR 1,000 per Calculation Amount.
	(iii)	Make Whole Redemption Price:		Non-Sterling Make Whole Redemption Amount
		(a)	Reference Bond:	OBL 0.000% due 10 October 2025 #182
		(b)	Quotation Time:	11 a.m. Frankfurt time
		(c)	Redemption Margin:	+ 0.250 per cent.
		(d)	Reference Dealers:	Not Applicable.
		(e)	Par Redemption Date:	26 October 2025

	(iii)	Redemption in part:	Applicable
		(a) Minimum Redemption Amount:	EUR 100,000
		(b) Maximum Redemption Amount	EUR 500,000,000
	(iv)	Notice period:	As per the Conditions
18.	Put Option		Not Applicable
19.	Change of Control Put Option/ Put Event:		Condition 9(h) (*Change of Control Put Option*) is applicable
	(i)	Optional Redemption Amount(s) of each Note:	EUR 1,000 per Calculation Amount
	(iii)	Put Period:	As per the Conditions
20.	Issuer Maturity Par Call Option:		Applicable
	(i) Maturity Par Call Period:		Any Optional Redemption Date from and including the Par Redemption Date to, but excluding, the Maturity Date.
	(ii) Notice Period:		As per the Conditions
21.	Final Redemption Amount of each Note		EUR 1,000 per Calculation Amount
22.	Early Redemption Amount payable on redemption for taxation reasons or on event of default or other early redemption:		EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23.	Form of Notes:	**Bearer Notes:** Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
24.	New Global Note/New Safe-keeping Structure:	NGN
25.	Additional Financial Centre(s) or other special provisions relating to payment dates:	TARGET 2
26.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of **P3 Group S.àr.l.**:

By: .....
Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

(i)	Admission to Trading:	Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the official list of the Luxembourg Stock Exchange and to trading on the Euro MTF Market of the Luxembourg Stock Exchange with effect from on or around the Issue Date.
(ii)	Estimate of total expenses related to admission to trading:	EUR 1,500 (listing fee)

2. **RATINGS**

Ratings:	The Notes to be issued are expected to be rated: S&P Global Ratings Europe Limited ("**S&P**"): BBB S&P is established in the EEA and registered under Regulation (EC) No 1060/2009, as amended. S&P appears on the latest update of the list of registered credit rating agencies (as of 7 May 2021 on the ESMA website). The rating S&P has given to the Notes is endorsed by S&P Global UK Limited which is established in the UK and registered under Regulation (EC) No 1060/2009 as it forms part of domestic law of the UK by virtue of the EUWA.

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

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. **YIELD**

Indication of yield:	1.048 per cent. per annum The yield specified above is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. **OPERATIONAL INFORMATION**

ISIN:	XS2436807866
Common Code:	243680786
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Relevant Benchmark:	Not Applicable
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 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 ECB being satisfied that Eurosystem eligibility criteria have been met.
6.	**DISTRIBUTION**	
	(i) Method of Distribution:	Syndicated
	(ii) If syndicated:	
	(A) Names of Dealers	*Active Joint Bookrunners* BNP Paribas Deutsche Bank Aktiengesellschaft HSBC Continental Europe ING Bank N.V. J.P. Morgan SE *Passive Joint Bookrunners* Crédit Agricole Corporate and Investment Bank SMBC Nikko UniCredit Bank AG
	(B) Stabilisation Manager(s), if any:	Deutsche Bank Aktiengesellschaft
	(iii) If non-syndicated, name of Dealer:	Not Applicable
	(iv) U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA D
	(v) Prohibition of Sales to EEA Retail Investors:	Applicable
	(vi) Prohibition of Sales to UK Retail Investors:	Applicable
7.	**REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**	
	Reasons for the offer:	The net proceeds will be used to finance or refinance Eligible Projects in accordance with the use of proceeds criteria and selection process described in the Issuer's Green Finance Framework
	Estimated net proceeds:	EUR 494,630,000