21 July 2026

OTALA P.L.C.

(incorporated as a public company with limited liability in Ireland with its registered office at

31-32 Leeson Street Lower, Dublin 2, D02 KA62, Ireland)

(as "**Issuer**")

Legal entity identifier: 635400OJ2ZKQXCZWGR42

Issue of 500 Phoenix Autocall with Memory on the worst of Bending Spoons Spa (the "**Certificates**")

under the €5,000,000,000

Structured Medium Term Note and Certificate Programme

guaranteed by

OTALA.MARKETS LTD

(*incorporated as a private company with limited liability in England*)

(as "**Guarantor**")

Legal entity identifier: 549300WEVBGDQ4D14J71

Any person making or intending to make an offer of the Certificates may only do so:
in those Non-exempt Offer Jurisdictions mentioned in Paragraph 9.5 of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or

otherwise, in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Regulation, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Certificates in any other circumstances.

The Certificates do not constitute collective investment schemes or alternative investment funds within the meaning of AIFMD II and, therefore, investors in this product are not eligible for the specific investor protection under AIFMD II regulating collective investment schemes or alternative investment funds.

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process in respect of the Certificates, the manufacturer has conducted a target market assessment in respect of the Certificates from which the manufacturer has concluded that: (i) the target market for the Certificates is eligible counterparties, professional clients, and retail clients each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Certificates to retail clients are appropriate - investment advice, portfolio management, and non-

advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Certificates (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 Certificates (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 amongst other obligations set out in the guidelines on MiFID II product governance requirements published by the European Securities and Markets Authority ("**ESMA**") on 27 March 2023 (the "**Guidelines**").

UK MIFIR product governance / professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process in respect of the Certificates, the manufacturer has conducted a target market assessment in respect of the Certificates from which the manufacturer has concluded that: (i) the target market for the Certificates is eligible counterparties and professional clients, each as defined in the UK onshored version of MiFID II as it forms part of UK domestic law by virtue of the EUWA ("**UK MIFIR**"), and COBS and professional clients, as defined in the FCA Handbook; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Certificates to retail clients are appropriate - investment advice, portfolio management, and non-advised sales, subject to the distributor's suitability and appropriateness obligations under COBS, as applicable. Any person subsequently offering, selling or recommending the Certificates (a "**UK Product Governance Distributor**") should take into consideration the manufacturer's target market assessment; however, a UK Product Governance Distributor subject to the FCA Product Governance Rules is responsible for undertaking its own target market assessment in respect of the Certificates (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 COBS, as applicable.

Offer to professional and institutional investors only in Switzerland – If and to the extent the Certificates qualify as structured products in Switzerland pursuant to article 70 of the Swiss Financial Services Act of 15 June 2018 ("**FinSA**"), they are neither subject to authorisation nor supervision by the Swiss Financial Market Supervisory Authority FINMA ("**FINMA**"). None of the Certificates constitutes a participation in a collective investment scheme within the meaning of the Collective Investment Schemes Act of 23 June 2006 ("**CISA**") and investors do not benefit from the specific investor protection provided under CISA. Investors bear the credit risk of the Issuer and the Guarantor.

The Certificates documented in these Final Terms may not be offered, sold or advertised, directly or indirectly, in Switzerland to retail clients (*Privatkundinnen und -kunden*) pursuant to article 4 para. 2 FinSA ("**Retail Clients**"). Neither these Final Terms nor any offering materials relating to the Certificates shall be made available to Retail Clients in Switzerland. The Certificates may only be offered in Switzerland to investors classified as professional clients (*professionelle Kunden*) or institutional clients (institutionelle Kunden) as defined in article 4 para. 3 and 4 and article 5 para. 1 FinSA ("**Professional or Institutional Clients**"). No key investor document within the meaning of the FinSA is required for the purpose of such offering.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Certificates (and, together with the applicable Annex(es), the "**Conditions**") set forth in the Base Prospectus dated 28 October 2025, which constitute a base prospectus for the purposes of the Prospectus Regulation (the "**Base Prospectus**"). This document constitutes the Final Terms of the Certificates described herein for the purposes of Article 8(4) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Certificates is only available on the basis of the combination of these Final Terms and the Base Prospectus. An issue specific summary of the Certificates is annexed to these Final Terms. The Base Prospectus has been published on the websites of the Guarantor (https://otala.markets/regulatory-documents/).

The Certificates have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or under any state securities laws, and the Certificates may not at any time be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person (as defined in Regulation S under the Securities Act). Furthermore, the Certificates do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the U.S. Commodity Exchange Act, as amended (the "**CEA**"), and trading in the Certificates has not been approved by the U.S. Commodity Futures Trading Commission (the "**CFTC**") pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the Certificates. For a description of the restrictions on offers and sales of the Certificates, see "*Subscription and Sale*" in the Base Prospectus. As used herein, "**U.S. person**" includes any "**U.S. person**" or person that is not a "**non-United States person**" as either such term may be defined in Regulation S or in regulations adopted under the CEA.

1.	(a) Issuer	Otala PLC This issue of the Certificates has been duly authorised by a resolution of the Board of Directors of the Issuer dated on or about the issue date.
	(b) Guarantor	Otala.Markets Ltd
	(c) Principal Paying Agent	Not applicable
	(d) Italian Paying Agent	BFF Bank S.p.A.
	(e) Calculation Agent	Otala.Markets Ltd
	(f) Portfolio Calculation Agent	Not applicable
2.	(a) Series Number	2026-23
	(b) Tranche Number	1
	(c) Date on which the Certificates will be consolidated	Not applicable
	(d) Applicable Annex(es)	Annex 1: Payout Conditions Annex 3: Equity Linked Conditions
3.	Specified Currency or Currencies	EUR
4.	Number of Certificates	
	(a) Series	EUR 500,000 being the equivalent of 500 Units
	(b) Tranche	1
5.	Issue Price	EUR 1,000 per Unit
6.	(a) Specified Denomination(s)	EUR 1,000
	(b) Trading Method	Unit 1 Certificate(s) of the Specified Denomination equals one Unit If the Trading Method is specified as Unit, then the Certificates will

		be tradable by reference to the number of Certificates being traded (each having the Specified Denomination) as opposed to the Aggregate Principal Amount of the Certificates being traded
	(c) Unit Value	EUR 1,000
	(d) Minimum Tradable Amount	1 Unit
	(e) Calculation Amount	EUR 1,000
7.	(a) Issue Date	24 July 2026
	(b) Remuneration Commencement Date	Not applicable
8.	Maturity Date	07 August 2028 or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day (the "**Scheduled Maturity Date**")
9.	Interest Basis	Not applicable
10.	Remuneration Basis	Equity Linked Remuneration
11.	Redemption Basis	Equity Linked Redemption The Final Redemption Amount shall be subject to a minimum equal to EUR 0.01 per Certificate.
12.	Reference Item(s)	The following Reference Item(s) [k] will apply for Remuneration and Redemption: Name: Bending Spoons S.P.A. Bloomberg Ticker: BSP UW ISIN: IT0005717696 Exchange: Nasdaq GS Currency: USD
13.	Relevant Asset(s)	Not applicable
14.	Entitlement	Not applicable
15.	Put/Call Options	Not applicable
16.	Settlement Exchange Rate Provisions	Not applicable
17.	Status of the Certificates	Senior
18.	Knock-in Event	Not applicable
19.	Knock-out Event	Not applicable
20.	Failure to Deliver due to Illiquidity	Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

21.	Interest:	Not applicable
22.	Fixed Rate Note Provisions:	Not applicable
23.	Floating Rate Note Provisions:	Not applicable

24.	Specified Interest Amount Note Provisions:	Not applicable
25.	Zero Coupon Note Provisions:	Not applicable
26.	Index Linked Interest Provisions:	Not applicable
27.	Equity Linked Interest Provisions:	Not applicable
28.	Inflation Linked Interest Provisions:	Not applicable
29.	Fund Linked Interest Provisions:	Not applicable
30.	Foreign Exchange (FX) Rate Linked Interest Provisions:	Not applicable
31.	Commodity Linked Interest Provisions:	Not applicable
32.	Underlying Interest Rate Linked Interest Provisions:	Not applicable
33.	Portfolio Linked Interest Provisions:	Not applicable
34.	Reference Item Rate Linked Interest Provisions:	Not applicable
35.	Combination Note Interest:	Not applicable

PROVISIONS RELATING TO REMUNERATION (IF ANY) PAYABLE

36.	Remuneration	Applicable
	(i) Remuneration Period End Date(s)	Not applicable
	(ii) Business Day Convention for Remuneration Period End Date(s)	Not applicable
	(iii) Remuneration Payment Date(s)	07 September 2026 07 October 2026 06 November 2026 07 December 2026 08 January 2027 05 February 2027 05 March 2027 07 April 2027 07 May 2027 04 June 2027 07 July 2027 06 August 2027 07 September 2027 07 October 2027 05 November 2027 07 December 2027 07 January 2028 07 February 2028 07 March 2028 07 April 2028 08 May 2028 07 June 2028 07 July 2028 07 August 2028
	(iv) Business Day Convention for	Modified Following Day Convention

Remuneration Payment Date(s)

(v) Minimum Remuneration Rate — Not applicable

(vi) Maximum Remuneration Rate — Not applicable

(vii) Day Count Fraction — Not applicable

(viii) Determination Date(s) — Not applicable

(ix) Remuneration Rate — In respect of each Remuneration Payment Date from and including 07 September 2026 to and including 07 August 2028, the Remuneration Rate shall be determined by the Calculation Agent in accordance with the following formula(s):

Remuneration Rate (xi) – Digital One Barrier

(A) If the Coupon Barrier Condition is satisfied in respect of a ST Coupon Valuation Date:

Coupon Value (i)

(B) Otherwise:

Zero

For such purposes:

"Coupon Barrier Condition" means, in respect of a ST Coupon Valuation Date, that the Coupon Barrier Value for each Observation Date on such ST Coupon Valuation Date, as determined by the Calculation Agent, is greater than or equal to the Coupon Barrier.

"Coupon Barrier Value" means, in respect of a ST Coupon Valuation Date, and in respect of each Reference Item (k), Worst Value.

"Worst Value" means, in respect of a ST Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such ST Valuation Date.

"RI Value" means, in respect of a Reference Item and a ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the relevant RI Initial Value (expressed as a percentage).

"RI Initial Value" means, in respect of a Reference Item, the RI Closing Value on the Strike Date.

"Coupon Barrier(i)" means the amount specified in the table below.

"Coupon Value (i)" means, in respect of a ST Coupon Valuation Date and in respect of each Reference Item (k), the Remuneration Amount payable in respect of each Certificate shall be the amount specified in the table below.

"ST Coupon Valuation Date(s)" means each Coupon Valuation Date

"ST Valuation Date" means any Observation Date

i	Coupon Valuation Date	Coupon Barrier (i)	Coupon Amount (i)
1	31 August 2026	80%	EUR 8,8
2	30 September	80%	EUR 17,6 minus the sum of

i	Coupon Valuation Date	Coupon Barrier (i)	Coupon Amount (i)
	2026		previously paid coupons
3	30 October 2026	80%	EUR 26,4 minus the sum of previously paid coupons
4	30 November 2026	80%	EUR 35,2 minus the sum of previously paid coupons
5	31 December 2026	80%	EUR 44 minus the sum of previously paid coupons
6	29 January 2027	80%	EUR 52,8 minus the sum of previously paid coupons
7	26 February 2027	80%	EUR 61,6 minus the sum of previously paid coupons
8	31 March 2027	80%	EUR 70,4 minus the sum of previously paid coupons
9	30 April 2027	80%	EUR 79,2 minus the sum of previously paid coupons
10	28 May 2027	80%	EUR 88 minus the sum of previously paid coupons
11	30 June 2027	80%	EUR 96,8 minus the sum of previously paid coupons
12	30 July 2027	80%	EUR 105,6 minus the sum of previously paid coupons
13	31 August 2027	80%	EUR 114,4 minus the sum of previously paid coupons
14	30 September 2027	80%	EUR 123,2 minus the sum of previously paid coupons
15	29 October 2027	80%	EUR 132 minus the sum of previously paid coupons
16	30 November 2027	80%	EUR 140,8 minus the sum of previously paid coupons
17	31 December 2027	80%	EUR 149,6 minus the sum of previously paid coupons
18	31 January 2028	80%	EUR 158,4 minus the sum of previously paid coupons
19	29 February 2028	80%	EUR 167,2 minus the sum of previously paid coupons
20	31 March 2028	80%	EUR 176 minus the sum of previously paid coupons
21	28 April 2028	80%	EUR 184,8 minus the sum of previously paid coupons
22	31 May 2028	80%	EUR 193,6 minus the sum of previously paid coupons
23	30 June 2028	80%	EUR 202,4 minus the sum of previously paid coupons
24	31 July 2028	80%	EUR 211,2 minus the sum of previously paid coupons

37.	Fixed Rate Certificate Provisions	Not applicable
38.	Floating Rate Certificate Provisions	Not applicable
39.	Specified Remuneration Amount	Not applicable

	Certificate Provisions:	
40.	Zero Coupon Certificate Provisions	Not applicable
41.	Index Linked Remuneration Provisions	Not applicable
42.	Equity Linked Remuneration Provisions	Applicable
	(i) Share(s)/Share Company/Basket of Shares/Basket Company	Reference Item(k)
	(ii) Share Currency	Currency (k=1)
	(iii) ISIN of Share(s)	ISIN (k=1)
	(iv) Screen Page	Screen Page (k=1)
	(v) Exchange(s)	Nasdaq GS
	(vi) Related Exchange(s)	Not applicable
	(vii) Depositary Receipt provisions	Not applicable
	(viii) Strike Date	31 July 2026
	(ix) Strike Period	Not applicable
	(x) Averaging	Averaging does not apply to the Certificates
	(xi) Coupon Valuation Date(s)/Period(s)	Coupon Valuation Dates as per 36 (ix)
	(xii) Coupon Valuation Time	Not applicable
	(xiii) Observation Date(s)	Coupon Valuation Dates as per 36 (ix) In the event that an Observation Date is a Disrupted Day, Postponement will apply
	(xiv) Observation Period	Not applicable
	(xv) Exchange Business Day	All Shares Basis
	(xvi) Scheduled Trading Day	All Shares Basis
	(xvii) Share Correction Period	As set out in Equity Linked Condition 8
	(xviii) Disrupted Day	As set out in Equity Linked Condition 8
	(xix) Market Disruption	Specified Maximum Days of Disruption will be equal to five
	(xx) Extraordinary Events	Not applicable
	(xxi) Additional Disruption Events	The following Additional Disruption Events apply to the Certificates: Change in Law Hedging Disruption Increased Cost of Hedging The Trade Date is 24 July 2026
	(xxii) Relevant Price subject to Dividend Adjustment	Not applicable
43.	Inflation Linked Remuneration Provisions	Not applicable
44.	Fund Linked Remuneration Provisions	Not applicable
	(xxx) ISIN of Fund(s)	Not applicable

45.	Foreign Exchange (FX) Rate Linked Remuneration Provisions:	Not applicable
46.	Commodity Linked Remuneration Provisions	Not applicable
47.	Underlying Interest Rate Linked Remuneration Provisions	Not applicable
48.	Portfolio Linked Remuneration Provisions	Not applicable
49.	Reference Item Rate Linked Remuneration Provisions	Not applicable
50.	Combination Certificate Remuneration	Not applicable

PROVISIONS RELATING TO REDEMPTION

51.	Final Redemption Amount	**Calculation Amount * Final Payout** subject to a minimum equal to EUR 0.01 per Certificate. Redemption will be by way of cash payment (Cash Settled Securities).
52.	Final Payout	Applicable **Redemption (vi) – Digital** (A) If the Final Redemption Condition is satisfied in respect of a ST Redemption Valuation Date: **Constant Percentage** (B) Otherwise: **Constant Percentage * FR Value** "**FR Value**" means, in respect of a ST FR Valuation Date and in respect of each Reference Item (k), the Worst Value "**Constant Percentage**" means 100.00% "**Final Redemption Condition**" means, in respect of a ST Redemption Valuation Date, that the Final Redemption Value on such ST Redemption Valuation Date, as determined by the Calculation Agent, is equal to or greater than the Final Redemption Condition Level "**Final Redemption Value**" means, in respect of a ST Valuation Date and in respect of each Reference Item (k), the Worst Value "**Final Redemption Condition Level**" means 80.00% "**ST Valuation Date**" means the Redemption Valuation Date. **"Worst Value"** means, in respect of a ST Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such ST Valuation Date.
53.	Automatic Early Redemption	Applicable ST Automatic Early Redemption
	(i) Automatic Early Redemption Event	In respect of any Automatic Early Redemption Valuation Dates the AER Value is: greater than or equal to the Automatic Early Redemption Level.

(ii) AER Value

Reference Item(k) Value

(iii) Automatic Early Redemption Payout

The Automatic Early Redemption Amount shall be determined in accordance with the following formula:

Calculation Amount * (AER Percentage + AER Additional Rate)

(iv) Automatic Early Redemption Level/Price

j	Valuation Date	Trigger Level
1	29 January 2027	100%
2	26 February 2027	100%
3	31 March 2027	100%
4	30 April 2027	100%
5	28 May 2027	100%
6	30 June 2027	100%
7	30 July 2027	100%
8	31 August 2027	100%
9	30 September 2027	100%
10	29 October 2027	100%
11	30 November 2027	100%
12	31 December 2027	100%
13	31 January 2028	100%
14	29 February 2028	100%
15	31 March 2028	100%
16	28 April 2028	100%
17	31 May 2028	100%
18	30 June 2028	100%
19	31 July 2028	100%

(v) Automatic Early Redemption Range

Not applicable

(vi) AER Percentage

100 per cent.

(vii) Automatic Early Redemption Date(s)

05 February 2027
05 March 2027
07 April 2027
07 May 2027
04 June 2027
07 July 2027
06 August 2027
07 September 2027
07 October 2027
05 November 2027
07 December 2027
07 January 2028
07 February 2028
07 March 2028
07 April 2028
08 May 2028
07 June 2028
07 July 2028
07 August 2028

(viii) AER Additional Rate

Not applicable

	(ix) (i) Automatic Early Redemption Valuation	The valuation dates shown in 53 (iv)
	(ii) Automatic Early Redemption Valuation Period(s):	Not applicable
	(x) Automatic Early Redemption Valuation Time	Market closing time of the exchange in which the Reference item(s) (k) are trading.
	(xi) Averaging	Averaging does not apply to the Certificates
54.	Open End Feature	Not applicable
55.	Issuer Call Option	Not applicable
56.	Securityholder Put	Not applicable
57.	Early Redemption Amount	Not applicable
58.	Index Linked Redemption	Not applicable
59.	Equity Linked Redemption	Applicable
	(i) Share/Basket of Shares/Basket Company	Reference Item (k=1)
	(ii) Share Currency	Currency (k=1)
	(iii) ISIN of Share(s)	ISIN (k=1)
	(iv) Screen Page	Screen Page (k=1)
	(v) Exchange(s)	Nasdaq GS
	(vi) Related Exchange(s)	Not applicable
	(vii) Depositary Receipt provisions	Not applicable
	(viii) Strike Date	31 July 2026
	(ix) Strike Period	Not applicable
	(x) Averaging	Averaging does not apply to the Certificates
	(xi) Redemption Valuation Date(s)	31 July 2028
	(xii) Valuation Time	Scheduled Closing Time
	(xiii) Observation Date(s)	Not applicable In the event that an Observation Date is a Disrupted Date Modified Postponement will apply
	(xiv) Observation Period	Not applicable
	(xv) Exchange Business Day	All Shares Basis
	(xvi) Scheduled Trading Day	All Shares Basis
	(xvii) Share Correction Period	As set out in Equity Linked Condition 8
	(xviii) Disrupted Days	As set out in Equity Linked Condition 8
	(xix) Market Disruption	Specified Maximum Days of Disruption will be equal to five
	(xx) Extraordinary Events	Not applicable
	(xxi) Additional Disruption Events	The following Additional Disruption Events apply to the Certificates: Change in Law

		Hedging Disruption Increased Cost of Hedging The Trade Date is 24 July 2026 Delayed Redemption on Occurrence of Additional Disruption Event: Applicable
	(xxii) Relevant Price subject to Dividend Adjustment	Not applicable
60.	Inflation Linked Redemption	Not applicable
61.	Fund linked Redemption	Not applicable
62.	Foreign Exchange (FX) Rate Linked Redemption	Not applicable
63.	Reference Item Rate Linked Redemption	Not applicable
64.	Commodity Linked Redemption	Not applicable
65.	Underlying Interest Rate Linked Redemption	Not applicable
66.	Portfolio Linked Redemption	Not applicable
67.	Credit Linked Redemption	Not applicable
68.	Combination Certificate Redemption	Not applicable
69.	Provisions applicable to Instalment Certificates	Not applicable
70.	Provisions applicable to Partly Paid Certificates; amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Certificates and interest due on late payment:	Not applicable
71.	Payment Disruption Event	Not applicable

GENERAL PROVISIONS APPLICABLE TO THE CERTIFICATES

72.	Form of Certificates	Dematerialised Certificates The Certificates will be issued and held in dematerialised form by Monte Titoli S.p.A. in accordance with the Legislative Decree 24 February 1998, No. 58, as amended.
73.	New Global Note	No
74.	(i) Financial Centre(s)	London (United Kingdom)
	(ii) Additional Business Centre(s)	Not applicable
75.	Talons for future Coupons or Receipts to be attached to definitive Certificates	No
76.	Redenomination	Not applicable
77.	Prohibition of Sales to EEA Retail	Not applicable

	Investors	
78.	Prohibition of Sales to UK Retail Investors	Not applicable
79.	Additional U.S. federal income tax considerations	The Certificates are not Specified Instruments for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Guarantor:

By:

Duly authorised

PART B – OTHER INFORMATION

1.	Listing and Admission to trading	EuroTLX Application has been made for the Certificates to be admitted to trading on the multilateral trading facility EuroTLX (managed by Borsa Italiana S.p.A.).
2.	Ratings	The Certificates have not been rated. The Issuer has not been rated. The Guarantor has not been rated.
3.	Interests of Natural and Legal Persons Involved in the Issue	Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Certificates has an interest material to the offer.
4.	Reasons for the Offer, Estimated Net Proceeds and Total Expenses	
	Reasons for the offer:	The net proceeds from each issue of Certificates will be deposited with the Issuer. The net proceeds from each issue of Certificates will be used to enter into offsetting financial transactions in such a way as to hedge the exposure of the Issuer to future promised returns of the Certificates issued to the minimum extent required. In addition, the net proceeds will also become part of the general funds of the Issuer.
	Estimated net proceeds:	EUR 500,000
	Estimated total expenses:	EUR 10,000
8.	Operational Information	
	(i) ISIN Code:	IT0006777558
	(ii) Common Code:	000677755
	(iii) CUSIP:	Not applicable
	(iv) Valoren Code:	Not applicable
	(v) Other Code(s):	Not applicable
	(vi) Any clearing system(s) other than Euroclear, Clearstream Luxembourg approved by the Issuer and the Principal Paying Agent and the relevant identification number(s):	Euronext Securities Milan
	(vii) Delivery:	Delivery against payment
	(viii) Additional Paying Agent(s) (if any):	Not applicable
	(ix) 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 Certificates are capable of meeting them the Certificates may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Certificates 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.

9.	Distribution	
9.1	Method of distribution:	Non-syndicated
9.3	If non-syndicated, name [and address] of relevant Dealer:	Otala.markets Ltd One London Wall, 4th Floor, EC2Y 5EA, London, United Kingdom
9.4	U.S. Selling Restrictions	The Certificates are only for offer and sale outside the United States in offshore transactions to persons that are not U.S. persons in reliance on Regulation S under the Securities Act and may not at any time be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person. Reg. S Compliance Category; TEFRA C
9.5	Non-Exempt Offer:	Applicable
	Non-Exempt Offer Jurisdictions:	Italy
	Offer Period:	Issue Date until 30/10/2026
	Financial intermediaries granted specific consent to use the Base Prospectus in accordance with the Conditions in it:	Not applicable
10	Terms and Conditions of the Offer	

The Certificates will be offered to the public in each Non-exempt Offer Jurisdiction in accordance with the arrangements listed below.

10.1	Offer Price:	100% of the Issue Price
10.2	Conditions to which the offer is subject:	Not applicable
10.3	Description of the application process:	The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement
10.4	Details of the minimum and/or maximum amount of application	Not applicable
10.5	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
10.6	Details of the method and time limits for paying up and delivering the Certificates:	Not applicable
10.7	Manner in and date on which results of the offer are to be made public:	Not applicable
10.8	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercise:	Not applicable
10.9	Whether tranche(s) have been reserved for certain countries:	Not applicable
10.10	Indication of the expected price at which the Certificates will be offered or the method of determining the price and the process for its disclosure:	The Issuer had offered and will sell the Certificates to the Dealer(s) (and no one else) at the Issue Price of EUR 1,000 per Unit. The Dealer(s) will offer and sell the Certificates to their customers in accordance with the arrangements in place between each such Dealer and its customers by reference to the Issue Price and the market conditions prevailing at the time.
10.11	Process for notification to applications of	Not applicable

	the amount allotted and the indication whether dealing may begin before notification is made:	
10.12	Fees specifically charged to the subscriber or purchaser:	Not applicable
10.13	Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Not applicable
12	Index/Other Disclaimer	

The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer(s) will be made by the Dealer(s) or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Certificates by the Dealer(s) or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.

Each of the Dealer(s) has acknowledged and agreed, and any Financial Intermediary will be required by the Dealer(s) to acknowledge and agree, that for the purpose of offer(s) of the Certificates, the Issuer has passported the Base Prospectus in each of the Non-exempt Offer Jurisdictions and will not passport the Base Prospectus into any other European Economic Area Member State; accordingly, the Certificates may only be publicly offered in Non-exempt Offer Jurisdictions or offered to Qualified Investors (as defined in the Prospectus Regulation) in any other European Economic Area Member States and that all offers of Certificates by it will be made only in accordance with the selling restrictions set forth in the Prospectus and the provisions of these Final Terms and in compliance with all applicable laws and regulations.

Financial intermediaries seeking to rely on the Base Prospectus and any Final Terms to resell or place Certificates as permitted by Article 5(1) of the Prospectus Regulation must obtain prior written consent from the Issuer and the Guarantor; nothing herein is to be understood as a waiver of such requirement for prior written consent.

ANNEX – ISSUE SPECIFIC SUMMARY

SECTION A – INTRODUCTION AND WARNINGS

Phoenix Autocall with Memory on the worst of Bending Spoons Spa (the "**Certificates**")
International securities identification number (ISIN): IT0006777558

The Certificates benefit from a guarantee (the "**Dematerialised Certificates Guarantee**" or the "**Guarantee**"), as further described under Section C – "*Is there a guarantee attached to the Certificates?*") granted by Otala.Markets Ltd ("**Otala.Markets Ltd**" or the "**Guarantor**") which is incorporated as a private company with limited liability under the laws of England and Wales registered at One London Wall, 4th Floor, EC2Y 5EA, London, United Kingdom.

Identity and contact details of the Issuer

Otala PLC is a public company with limited liability ("**Otala PLC**" or the "**Issuer**") whose registered office is at 31-32 Leeson Street Lower, Dublin 2, D02 KA62, Ireland. The legal entity identifier ("**Legal Entity Identifier**" or "**LEI**") of the Issuer is: 635400OJ2ZKQXCZWGR42. The telephone number of the Issuer is: +353 (0)1 961 9355 and the website of the Issuer is: otala.markets

Identity and contact details of the competent authority approving the Base Prospectus

The Base Prospectus dated 28 October 2025 (the "**Base Prospectus**") was approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") on 28 October 2025. The Central Bank's address is PO Box 559, Dublin 1, Ireland and telephone number: +353 (0)1 224 6000 and its website is: www.centralbank.ie.

Warnings

This summary should be read as an introduction to the Base Prospectus and the Final Terms to which it is annexed (the "**Final Terms**"). Any decision to invest in the Certificates should be based on a consideration of the Base Prospectus and the Final Terms as a whole, including any documents incorporated by reference.
Where a claim relating to information contained in the Base Prospectus and the Final Terms is brought before a court, the plaintiff may, under national law where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms, before the legal proceedings are initiated. Civil liability attaches only to the persons who have tabled this summary, including any translation of it, but only where the summary is misleading, inaccurate or inconsistent when read together with the Base Prospectus and the Final Terms or where it does not provide, when read together with the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Certificates.

You are about to purchase a product that is not simple and may be difficult to understand. **Investors in the Certificates should be aware that they could lose up to 99.999 per cent. of their invested capital.**

SECTION B – KEY INFORMATION ON THE ISSUER

Who is the Issuer of the securities?

The Certificates are issued by Otala PLC and have the benefit of the Guarantee granted by Otala.Markets Ltd.
Otala PLC is a public company with limited liability, registered and incorporated under the Irish Companies Act 2014 (as amended) in Ireland on 13 November 2017, with registration number 615140. Otala PLC's registered office is at 31-32 Leeson Street Lower, Dublin 2, D02 KA62, Ireland. The LEI of Otala PLC is: 635400OJ2ZKQXCZWGR42.

Otala PLC has been established as a special purpose vehicle whose principal activities include, inter alia, issuing securities and raising or borrowing money, granting security over its assets for such purposes, lending with or without security and entering into derivative transactions.

The founder of Otala PLC is Antonio De Negri. The Chairman of Otala.Markets Ltd is Frederick Knox. The directors of the Issuer are Joanne Kenny, Joe Kenny and Antonio De Negri.

The statutory auditors of the Issuer are Mazars Chartered Accountants and Registered Auditors of Block 3, Harcourt Centre, Harcourt Road, Dublin 2, Ireland who are chartered accountants and are members of the Institute of Chartered Accountants and registered auditors qualified to practise in Ireland.

What is the key financial information regarding the Issuer?

The following tables provide selected key financial information of Otala for the financial period ended 31 December 2023 and financial year ended 31 December 2024:
Income Statement

In €	31 December 2024 (audited)	31 December 2023 (audited)
Net gain (loss) on financial assets at FVTPL	(611,968)	18,205,052
Net gain on debt instruments at amortised cost	3,980,037	18,716,538
Net realised (loss) on disposal of short investments at FVTPL	-	-
Net gain (loss) on certificates issued at FVTPL	13,354,769	(17,447,232)
Net (loss) on financial liabilities at amortised cost	(79,562)	(3,501,064)
Net (loss) / gain on derivative financial instruments	(10,182,515)	24,709,612
Other Expenses	(6,460,761)	(40,682,906)

Balance Sheet

In €	31 December 2024 (audited)	31 December 2023 (audited)
ASSETS		
Financial Assets	39,959,847	87,404,530
Cash and cash equivalents	5,822,040	125,966,998
Other Assets	39,306,899	90,616,618
Total Assets	85,088,786	303,988,146
LIABILITIES		
Financial liabilities	76,945,611	286,535,969
Other Liabilities	8,118,175	17,427,177
Total Liabilities	85,063,786	303,963,146
EQUITY		
Called up share capital	25,000	25,000

Cash flow statement

In €	31 December 2024 (audited)	31 December 2023 (audited)
Cash and equivalents at the beginning of the financial year	125,966,998	60,786,472
Net Cash flows from financing activities	(168,600,125)	1,128,905
Net Cash flows from investing activities	14,180,438	71,842,355
Net Cash flow from operating activities	34,097,541	(7,790,734)
Unrealised foreign exchange gain on cash and equivalents	177,188	-
Cash and equivalents at the end of the financial year	5,822,040	125,966,998

What are the key risks that are specific to the Issuer?

1) The Issuer is dependent on the Guarantor to make payments on the Certificates. The net proceeds from each issue of Certificates will be used to enter into offsetting financial transactions. To hedge the obligation of the Issuer to make payments in respect of the Certificates. Should the offsetting financial transactions fail to deliver the promised returns of the Certificates, under the Guarantee, the Guarantor shall satisfy the financial obligations of the Issuer to the Certificateholders in respect of the Certificates. Should the Guarantor fail to do so in a timely fashion, this will have a material adverse effect on the ability of the Issuer to fulfil its obligations under Certificates issued under the Programme.

By virtue of its ultimate dependence on the Guarantor, each of the risks described in the section entitled below and in the Base Prospectus that affect the Guarantor will also indirectly affect the Issuer.

2) Investors are subject to the credit risk of the Issuer and would suffer loss were the Issuer or Guarantor to fail to perform their obligations. Furthermore, the Issuer is not rated by any credit rating agency. In addition, the Issuer may issue a substantial amount of Certificates, representing an important financial commitment.

3) Risks relating to the Issuer entering into financial transactions to offset the promised returns of Certificates. The Issuer appoints Otala.Markets Ltd as its hedging advisor to propose hedging strategies to the Issuer for the purpose of meeting the Issuer's payment obligations under the Certificates. Should any hedging strategy fail to deliver the promised returns of the Certificates, an investor could lose up to 99.999 per cent. of its capital investment.

4) The outbreak of COVID-19 has had (and will continue to have) an adverse impact on the global economy and has led to volatility in and disruption of the global credit markets. Whilst it is impossible to predict the extent to which this outbreak of COVID-19 could materially adversely impact the ability of the Issuer to meet its obligations under the Certificates and result in significant liquidity problems with respect to the Certificates, investors should be aware that the COVID-19 outbreak may negatively affect the Issuer, the Guarantor and/or the Certificates.

5) Certain considerations in relation to the forum upon insolvency of the Issuer. The Issuer is subject to risks relating to the location of its center of main interest, the appointment of examiners and the claims of preferred creditors under Irish law.

SECTION C - KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

The certificates described in this summary are Equity Linked Certificates to be issued on 24 July 2026, with ISIN IT0006777558.
The currency of the Certificates is EUR.
The number of Certificates is 500 in the denomination of units. The maturity date of the Certificates is 07 August 2028.

Payouts on the Certificates

Remuneration – The remuneration payable on each Remuneration Payment Date is determined on the basis of Rate of Remuneration

Remuneration (xi) – Digital One Barrier.

Redemption – Final Redemption at maturity. Subject to any prior purchase and cancellation or early redemption, each Certificate will be redeemed on the maturity date at an amount determined in accordance with the methodology set out below:

(A) If the Final Redemption Condition is satisfied in respect of a ST Redemption Valuation Date:

Constant Percentage

(B) Otherwise:

Constant Percentage * FR Value

Redemption - Early Redemption. The Certificates may be cancelled early in a number of circumstances:

Events of Default – if (1) the Issuer defaults in the payment of principal for a period exceeding 14 days, interest or any other sum due in respect of the Certificates for a period exceeding 30 days; or (2) the Issuer or the Guarantor fails to meet any other obligation under the Certificates or under the provisions of the Guarantee and such default continues for more than 60 days following service by a Certificateholder on the Issuer and the Guarantor of a notice requiring the same to be remedied; or (3) events relating to the winding-up or dissolution of the Issuer or the Guarantor or the appointment of an administrator; or (4) the Guarantee ceases to be, or is claimed by the Guarantor not to be, in full force and effect, then the holder of any Certificate may declare such Certificate by written notice to the Issuer at the specified office of the Principal Paying Agent to be forthwith due and payable.

Early Redemption Amount - the Certificates will be redeemed at the fair market value of the Certificates less associated costs – including the unwind costs of the offsetting financial transactions on the early redemption date.

Description of the rights, ranking and restrictions attached to the Certificates

The Certificates contain provisions for convening meetings of Certificateholders to consider matters affecting their interests generally with respect to the Certificates. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.

The Certificates constitute direct, unconditional, unsecured and unsubordinated debt obligations of the Issuer and will rank pari passu among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditor's rights.

If the Certificates fail to achieve the promised return, investors may lose up to 99.999 per cent. of their investment.

There are no restrictions on the free transferability of the Certificates.

Where will the securities be traded?

Application has been made for the Certificates to be listed and admitted to trading on the multilateral trading facility EuroTLX (managed by Borsa Italiana S.p.A).

Is there a guarantee attached to the securities?

The Certificates will have the benefit of the Guarantee given by the Guarantor. The obligations of the Guarantor pursuant to the Guarantee will constitute direct, unconditional and unsecured obligations of the Guarantor and rank *pari passu* with all other unsecured and unsubordinated obligations of the Guarantor. The Guarantor's LEI is: 549300WEVBGDQ4D14J71. The Guarantor is a private limited company incorporated in England and Wales under the Companies Act 2006 with registered number 08853583 on 21 January 2014. The Guarantor's registered office is One London Wall, 4th Floor, EC2Y 5EA, London, United Kingdom. The principal business of the Guarantor is investment management, including the trading of derivative products linked to interest rates, foreign exchange, equities, commodities and credit. The primary objective of the Guarantor is to offer asset management services and quantitative investment strategies.

Key financial information for the purpose of assessing the Guarantor's ability to fulfil its commitments under the Guarantee

The following tables provides selected key financial information of Otala.markets for the financial period ended 31 December 2023 and financial year ended 31 December 2024:

Income Statement

In £	31 December 2024 (audited)	31 December 2023 (audited)
Revenue	10,510,744	43,294,698
(MINUS) Costs of sales	(6,069,584)	(27,847,275)
Gross profit	4,441,160	15,447,423
Net operating income	(6,256,172)	(10,501,410)
Net finance income less costs	(1,815,012)	4,946,013
(MINUS) Net finance costs and income	86,064	30,324
Operating profit (loss) before tax	(1,728,948)	4,976,337
Profit (Loss) for the financial year	(995,210)	4,289,700

Balance Sheet

In £	31 December 2024 (audited)	31 December 2023 (audited)
Total non-current assets	6,495,408	4,736,186
Trade and other debts	10,934,903	14,516,004
Cash at bank	4,172,462	737,537
Creditors amounts falling due within one year	3,094,537	4,567,990
Total customer funds under management	-	-
Total equity	13,140,666	14,215,301

In £	31 December 2024 (audited)	31 December 2023 (audited)
Total assets	21,602,773	19,989,727
Qualifications in the audit report	I can confirm we do not have any emphasis of matter and our audit opinion is an unqualified opinion	I can confirm we do not have any emphasis of matter and our audit opinion is an unqualified opinion

Most material risk factors pertaining to the Guarantor

1) Otala.Markets Ltd operates a monoline business structure and its business activities are dependent on the behaviour of the financial markets. There may be times where the unpredictable nature of the financial markets can affect the performances generated by Otala.Markets Ltd while managing assets, leading to losses for the investors and the consequent reduction in management and performance fees received by Otala.Markets Ltd.

2) The financial industry and the continuity of Otala.Markets Ltd's business is increasingly dependent on information technology systems, which may fail, may not be adequate for the tasks at hand or may no longer be available. Weaknesses or failures in Otala.Markets Ltd's internal processes, systems and security could materially adversely affect its results of operations, financial condition or prospects, and could result in reputational damage.

3) Otala.Markets Ltd is subject to substantial regulation and regulatory and governmental oversight. Changes in the regulatory framework could have a material adverse effect on its business, results of operations and financial condition.

What are the key risks that are specific to the securities?

1) The market value of the Certificates will be affected by a number of factors, including, but not limited to (i) the value and volatility of the relevant Reference Item(s) and the creditworthiness of the issuers and obligors of any Reference Item(s), (ii) the value and volatility of any obligations to which payments on the Certificates may be linked, directly or indirectly, and the creditworthiness of the issuers or obligors in respect of any securities or other obligations to which payments on the Certificates may be linked, directly or indirectly, (iii) market perception, interest rates, yields and foreign exchange rates, (iv) the time remaining to the maturity date and (v) the nature and liquidity of the hedging agreements or any other derivative transaction entered into by the Issuer or embedded in the Certificates. Any price at which

Certificates may be sold prior to the maturity date may be at a discount, which could be substantial, to the value at which the Certificates were acquired on the issue date.

2) Certificates may be redeemed prior to their scheduled maturity for reasons, such as the Issuer having to pay additional amounts in respect of any Certificates due to any withholding; the Issuer's obligations become unlawful, illegal or otherwise prohibited; the occurrence of an Event of Default or an early redemption event.

3) On the occurrence of an Automatic Early Redemption Event the Certificates will be automatically redeemed at their Automatic Early Redemption Amount.

4) Claims of Holders under the Certificates are effectively junior to those of certain other creditors. Subject to statutory preferences, the Certificates and the Guarantee will rank equally with any of the Issuer's and the Guarantor's other unsecured and unsubordinated indebtedness. However, the Certificates and the Guarantee will be effectively subordinated to all of, respectively, the Issuer's and the Guarantor's secured indebtedness, to the extent of the value of the assets securing such indebtedness, and other preferential obligations under English law.

5) Investors may lose up to 99.999 per cent. of the original invested amount and, if the Issuer and the Guarantor are subject to insolvency proceeding, Investors may lose the original invested amount.

6) Risk Factors that are associated with Certificates that are linked to Reference Item(s). There are specific risks relating to Equity linked Certificates. Potential investors should be aware that depending on the terms of the Certificates (i) they may receive no or a limited amount of interest, (ii) payment of principal or interest may occur at a different time than expected and (iii) they may lose 99.999 per cent. or a substantial portion of their

investment if the value of the share(s) and/or depositary receipt(s) does not move in the anticipated direction. In addition, the movements in the price of the share or depositary receipt or basket of shares and/or depositary receipts may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices and the timing of changes in the relevant price of the share or shares may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the price of the share(s) and/or depositary receipt(s), the greater the effect on yield.

7) There are risks relating to the Issuer conducting hedging transactions and the value of Certificates might in particular be affected by the liquidation of all or a portion of the relevant hedging positions.

SECTION D – KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

The Certificates will be fully subscribed by Otala.Markets Ltd acting as Dealer on 24 July 2026.
The issue price of the Certificates is EUR 1,000.00.

The Certificates will be admitted to trading on the multilateral trading facility EuroTLX (managed by Borsa Italiana S.p.A.) as soon as possible after the issue date.

Estimated the total expenses of the offer are EUR 10,000. No expenses will be charged to investors.

Why is this prospectus being produced?

Use and estimated net proceeds

We estimate the net amount of proceeds of the issue of the Certificates will be up to EUR 500,000.00. The net amount of proceeds of the issue of the Certificates will be used to enter into offsetting financial transactions in such a way as to hedge the exposure of the Issuer to future promised returns of the Certificates issued to the minimum extent required.

Underwriting

Not applicable

Conflicts of interest

Otala.Markets Ltd acts in a number of capacities in respect of the Certificates, including as Guarantor, Calculation Agent and Dealer and its various roles and obligations in relation to the Certificates could lead to potential conflicts of interest in connection with any issue of Certificates which could have a negative impact on the Certificateholders. In Otala.Markets Ltd's role as Calculation Agent, it has broad discretionary powers which may not take into account the interests of the Certificateholders.

The Issuer, Otala PLC and its affiliates may enter into transactions or arrangements in respect of the Certificates or on their own account or on account of their customers, and may take action under any such transactions or arrangements which may be adverse to the interests of the Certificateholders.

APPENDICE – NOTA DI SINTESI

SEZIONE A – INTRODUZIONE E AVVERTENZE

Phoenix Autocall with Memory on the worst of Bending Spoons Spa (i "**Certificati**")
International Securities Identification Number (ISIN): IT0006777558

I Certificati beneficiano di una garanzia (la "**Garanzia sui Certificati Dematerializzati**" o la "**Garanzia**") come descritto piú in dettaglio nella Sezione C ("*Esiste una garanzia collegata ai titoli?*") concessa da Otala.Markets Ltd ("**Otala.Markets Ltd**" o il "**Garante**"), incorporata sotto le leggi di Inghilterra e Galles come societá privata a responsabilitá limitata con indirizzo sociale One London Wall, 4th Floor, EC2Y 5EA, London, United Kingdom.

Identità e contatti dell'Emittente

Otala PLC è una public company a responsabilità limitata ("**Otala Plc**" o l'"**Emittente**") il cui indirizzo sociale è 31-32 Leeson Street Lower, Dublino 2, D02 KA62, Irlanda. Il numero di identificazione legale ("**Legal Entity Identifier**" o "**LEI**") dell'Emittente è: 635400OJ2ZKQXCZWGR42. Il numero di telefono dell'Emittente è: +353 (0)1 961 9355 e il sito web dell'Emittente è: otala.markets

Identità e contatti dell'autorità responsabile per l'approvazione del Prospetto Base

Il Prospetto Base datato 28 ottobre 2025 è stato approvato dalla Central Bank of Ireland (la "**Banca Centrale**"), in qualità di autorità competente secondo il Regolamento (EU) 2017/1129 (come modificato, la "**Prospectus Regulation**") il 28 ottobre 2025. La Banca Centrale ha indirizzo legale PO Box 559, Dublino 1, Irlanda e numero di telefono: +353 (0)1 224 6000. L'indirizzo web della Banca Centrale é: www.centralbank.ie.

Avvertenze

Questa nota di sintesi dovrebbe essere letta come introduzione al Prospetto Base e ai Termini di Emissione ai quali è posta in appendice (i "**Termini di Emissione**"). Qualunque decisione di investimento nei Certificati dovrebbe essere condizionata alla considerazione del Prospetto Base e dei Termini di Emissione nel loro insieme, incluso qualunque documento incorporato per riferimento.
Nel caso in cui una rivendicazione relativa a informazioni contenute nel Prospetto Base e nei Termini di Emissione sia portata innanzi a una corte, al reclamante potrà, in accordo con le leggi applicabili dove la rivendicazione é effettuata, essere richiesto di sostenere i costi di traduzione del Prospetto Base e dei Termini di Emissione, prima che i procedimenti legali comincino. L'Emittente e il Garante hanno responsabilità amministrativa in via esclusiva e solamente sulla base della presente nota, inclusa ogni traduzione di essa, ma esclusivamente nel caso in cui la nota sia ingannevole, inaccurate o incoerente quando letta congiuntamente con il Prospetto Base e i Termini di Emissione, o dove non provveda, quando letta congiuntamente con il Prospetto Base e i Termini di Emissione informazioni essenziali in ordine ad aiutare gli investitori a considerare se investire nei Certificati.

Stai per comprare uno strumento finanziario complesso che potrebbe non essere di facile comprensione. Gli investitori nei Certificati potrebbero perdere fino al 99,999 per cento del capitale investito.

SEZIONE B – INFORMAZIONI CHIAVE SULL'EMITTENTE

Chi è l'Emittente dei Certificati?

I Certificati sono emessi da Otala PLC con una garanzia prestata da Otala.Markets Ltd.
Otala PLC è una public company a responsabilità limitata, registrata e incorporata in accordo con l'Irish Companies Act 2014 (e successive modifiche) in Irlanda il 13 Novembre 2017, con numero di registrazione 615140. L'indirizzo societario di Otala PLC è 31-32 Leeson Street Lower, Dublino 2, D02 KA62, Irlanda. Il LEI di Otala PLC è: 635400OJ2ZKQXCZWGR42.

Otala PLC è stata registrata come veicolo speciale le cui attività principali includono, inter alia, l'emissione di strumenti finanziari e la raccolta di risorse finanziarie, la garanzia sui propri asset a tali fini, il prestito con o senza garanzie e la partecipazione in strumenti finanziari derivati.

Il fondatore di Otala PLC e' Antonio De Negri. Il Presidente del Consiglio di Amministrazione di Otala.Markets Ltd é Frederick Knox. I Consiglieri dell'Emittente sono Joanne Kenny, Joe Kenny e Antonio De Negri.

I revisori contabili definiti dallo statuto dell'Emittente sono Mazars Chartered Accountants and Registered Auditors, registrati presso Block 3, Harcourt Centre, Harcourt Road, Dublin 2, Ireland I quali sono commercialisti membri di Institute of Chartered Accountants e revisori registrati e autorizzati all'esercizio in Irlanda.

Quali sono le informazioni chiave riguardanti l'Emittente?

La seguente tabella fornisce alcune informazioni finanziarie chiave di Otala PLC per l'anno fiscale concluso il 31 dicembre

2023 e 31 dicembre 2024:

Income Statement

In €	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
Net gain (loss) on financial assets at FVTPL	(611.968)	18.205.052
Net gain on debt instruments at amortised cost	3.980.037	18.716.538
Net realised (loss) on disposal of short investments at FVTPL	-	-
Net gain (loss) on certificates issued at FVTPL	13.354.769	(17.447.232)
Net (loss) on financial liabilities at amortised cost	(79.562)	(3.501.064)
Net (loss) / gain on derivative financial instruments	(10.182.515)	24.709.612
Other Expenses	(6.460.761)	(40.682.906)

Balance Sheet

In €	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
ASSETS		
Financial Assets	39.959.847	87.404.530
Cash and cash equivalents	5.822.040	125.966.998
Other Assets	39.306.899	90.616.618
Total Assets	85.088.786	303.988.146
LIABILITIES		
Financial liabilities	76.945.611	286.535.969
Other Liabilities	8.118.175	17.427.177
Total Liabilities	85.063.786	303.963.146
EQUITY		
Called up share capital	25.000	25.000

Cash flow statement

In €	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
Cash and equivalents at the beginning of the financial year	125.966.998	60.786.472
Net Cash flows from financing activities	(168.600.125)	1.128.905
Net Cash flows from investing activities	14.180.438	71.842.355
Net Cash flow from operating activities	34.097.541	(7.790.734)
Unrealised foreign exchange gain on cash and equivalents	177.188	-
Cash and equivalents at the end of the financial year	5.822.040	125.966.998

Quali sono i principali rischi specifici dell'Emittente?

1) L'Emittente dipende dal Garante nell'effettuare pagamenti sui Certificati. I proventi netti di ciascuna emissione di Certificati verranno utilizzati per effettuare transazioni finanziarie di compensazione in modo da coprire l'obbligazione dell'Emittente a effettuare i pagamenti promessi sotto le condizioni dei Certificati. Se le transazioni finanziarie di compensazione non riuscissero a conseguire i rendimenti promessi dei Certificati, sotto la Garanzia, il Garante soddisferà gli obblighi finanziari dell'Emittente verso i Titolari del Certificato rispetto ai Certificati. Se il Garante non dovesse agire in modo tempestivo, ciò avrà un effetto negativo rilevante sulla capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Certificati emessi nell'ambito del Programma.
In virtù della sua dipendenza dal Garante, ciascuno dei rischi che interessano il Garante descritti di seguito e nel Prospetto Base influirà indirettamente anche sull'Emittente.

2) Gli investitori sono soggetti al rischio di credito dell'Emittente e subirebbero perdite qualora l'Emittente o il Garante non ottemperassero alle proprie obbligazioni. Inoltre, l'Emittente non è valutato da alcuna agenzia di rating

del credito. Inoltre, l'Emittente può emettere un numero considerevole di Certificati, che rappresentano un importante impegno finanziario.

3) Rischi connessi alle transazioni finanziarie effettuate dall'Emittente per compensare i rendimenti promessi dei Certificati. L'Emittente nomina Otala.Markets Ltd come suo advisor di copertura per proporre strategie di copertura all'Emittente al fine di soddisfare gli obblighi di pagamento dell'Emittente ai sensi dei Certificati. Se una strategia di copertura non riesce a consegnare i rendimenti promessi dei certificati, un investitore potrebbe perdere fino al 99,999 per cento del suo investimento di capitale.

4) L'epidemia COVID-19 ha (e in futuro continuerà ad avere) impatti negativi sull'economia globale e ha determinato volatilità e perturbato i mercati del credito. Mentre é impossibile prevedere la dimensione con la quale la pandemia di COVID-19 potrebbe avere un impatto negativo rilevante sulla capacità dell'Emittente di adempiere ai propri obblighi ai sensi dei Certificati e comportare significativi problemi di liquidità rispetto ai Certificati, gli investitori dovrebbero essere consapevoli che la pandemia di COVID-19 potrebbe avere un impatto negativo sull'Emittente, Il Garante e/o i Certificati.

5) Alcune considerazioni in relazione al forum in caso di insolvenza dell'Emittente. L'Emittente è soggetto a rischi relativi all'ubicazione del suo centro di interesse principale, alla nomina di esaminatori e ai crediti dei creditori privilegiati ai sensi della legge irlandese.

SEZIONE C – INFORMAZIONI CHIAVE SUI CERTIFICATI

Quali sono le caratteristiche principali?

I certificati descritti in questa Appendice sono Equity Linked Certificates in emissione in data 24 luglio 2026, con Numero di Identificazione Internazionale dei Titoli (ISIN) IT0006777558.
La Valuta dei Certificati è EUR.
Il Numero di Certificati è 500 nella Denominazione Specificata di unità. La Data di Scadenza dei Certificati è 07 agosto 2028.

Payout sui Certificati

Remunerazione – La remunerazione pagabile a ogni Data di Pagamento è determinato sulla base del tasso di Remunerazione **Remuneration(xi) – Digital One Barrier.**

Ogni Certificato, se non ricomprato, cancellato o soggetto a scadenza anticipata in precedenza sará ripagato l'Ammontare di Rimborso finale a scadenza e calcolato in base a:

(A) Se la Condizione Rimborso Finale è soddisfatta con riguardo alla ST Redemption Valuation Date:

Constant Percentage

(B) Altrimenti:

Constant Percentage * FR Value

I Certificati saranno cancellati in anticipo in alcune circostanze:

Eventi di Default: - se (1) l'Emittente commette default sui pagamenti di capitale per un periodo eccedente 14 giorni, interesse o qualunque altra somma dovuta sotto i Certificati per un periodo eccedente 30 giorni; o (2) l'emittente o il Garante non riescono a soddisfare un qualunque altro obbligo sotto i Certificati o sotto le condizioni della Garanzia e tale default continua per piú di 60 giorni a seguito dell'invio da parte di un investitore di un avviso all'Emittente o al Garante richiedendo che tale mancanza venga rimediata; o (3) in caso si verifichino alcuni eventi relativi alla dissoluzione dell'Emittente o del Garante o alla nomina di un amministratore; o (4) se la Garanzia cessa di esistere, o il Garante determina che essa non è in pieno effetto, allora l'investitore può dichiarare che tale Certificato sia ripagabile mandando una notifica scritta all'Emittente presso la sede legale del Principal Paying Agent.

Ammontare di Rimborso Anticipato: - i Certificati saranno rimborsati al fair value di mercato dei Certificati meno i costi associati – inclusi i costi di unwind delle posizioni di copertura associate alla data di rimborso anticipato.

Descrizione dei diritti, dell'ordine di liquidazione e delle restrizioni collegati ai Certificati

I Certificati contengono clausole per la convocazione di assemblee degli investitori per discutere affari che influiscono sui loro investimenti nei Certificati. Tali clausole permettono maggioranze qualificate di vincolare tutti gli investitori, inclusi gli investitori che non hanno presenziato all'assemblea e votato e quegli investitori che hanno presenziato e votato in disaccordo.

I Certificati costituiscono una obbligazione diretta, incondizionata, non garantita e non subordinato in capo all'Emittente e saranno liquidati pari passo tra di loro, con tutte le altre obbligazioni da rimborsare non garantite e non subordinate in capo all'Emittente presenti e future, ma, nel caso di insolvenza, solo nella misura consentita dalla legge riguardante i diritti dei creditori applicabile.

Se i Certificati non ottengono il rendimento promesso, gli investitori potranno perdere fino al 99,999 per cento del loro investimento.

Non ci sono restrizioni sulla libera circolazione dei Certificati.

Dove saranno scambiati i titoli?

È stata fatta richiesta di quotazione per i Certificati su EuroTLX (gestito da Borsa Italiana S.p.A.) non appena possibile dopo la Data di Emissione.

Esiste una garanzia collegata ai titoli?

I Certificati beneficeranno della Garanzia da parte del Garante. Tale obbligazione del Garante ai sensi della Garanzia costituisce una obbligazione diretta, incondizionata e non garantita in capo al Garante e saranno liquidati *pari passu* con tutte le altre obbligazioni non garantite e non subordinate del Garante. Il LEI del Garante è: 549300WEVBGDQ4D14J71. Il Garante è una societá privata a responsabilitá limitata incorporata in Inghilterra e Galles ai sensi del Companies Act 2006 con numero 08853583 in data 21 gennaio 2014. L'indirizzo registrato del Garante è One London Wall, 4th Floor, EC2Y 5EA, London, United Kingdom. Il business principale del Garante è la gestione di investimenti, il trading di prodotti derivati collegati a tassi di interessi, tassi di cambio, azioni, commodity e credito. L'obiettivo primario del Garante è offrire servizi di asset management e di strategie di investimento.

Informazioni finanziarie chiave ai fini della valutazione delle capacità del Garante di adempiere ai propri impegni ai sensi della Garanzia

Le seguenti tabelle forniscono informazioni finanziarie selezionate appartenenti a Otala.Markets Ltd per gli esercizi finanziari chiusi il 31 dicembre 2023 e il 31 dicembre 2024:

Income Statement

In £	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
Revenue	10.510.744	43.294.698
(MINUS) Costs of sales	(6.069.584)	(27.847.275)
Gross profit	4.441.160	15.447.423
Net operating income	(6.256.172)	(10.501.410)
Net finance income less costs	(1.815.012)	4.946.013
(MINUS) Net finance costs and income	86.064	30.324
Operating profit (loss) before tax	(1.728.948)	4.976.337
Profit (Loss) for the financial year	(995.210)	4.289.700

Balance Sheet

In £	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
Total non-current assets	6.495.408	4.736.186
Trade and other debts	10.934.903	14.516.004
Cash at bank	4.172.462	737.537
Creditors amounts falling due within one year	3.094.537	4.567.990
Total customer funds	-	-

In £	31 dicembre 2024 (audited)	31 dicembre 2023 (audited)
under management		
Total equity	13.140.666	14.215.301
Total assets	21.602.773	19.989.727
Qualifications in the audit report	I can confirm we do not have any emphasis of matter and our audit opinion is an unqualified opinion	I can confirm we do not have any emphasis of matter and our audit opinion is an unqualified opinion

Principali fattori di rischio relativi al Garante

1) Otala.Markets Ltd gestisce una struttura commerciale monoline e le sue attività commerciali dipendono dal comportamento dei mercati finanziari. In alcuni casi la natura imprevedibile dei mercati finanziari può influire sulle prestazioni generate da Otala.Markets Ltd durante la gestione delle attività, con conseguenti perdite per gli investitori e la conseguente riduzione delle commissioni di gestione e performance ricevute da Otala.Markets Ltd.

2) Il settore finanziario e la continuità dell'attività di Otala.Markets Ltd dipendono sempre più dai sistemi di tecnologia dell'informazione, che potrebbero non funzionare, potrebbero non essere adeguati ai compiti da svolgere o potrebbero non essere più disponibili. Debolezze o guasti nei processi interni, nei sistemi e nella sicurezza di Otala.Markets Ltd potrebbero influenzare materialmente i suoi risultati di operazioni, condizioni finanziarie o prospettive e potrebbero causare danni alla reputazione.

3) Otala.Markets Ltd è soggetto a regolamentazione sostanziale e controllo regolamentare e governativo. I cambiamenti nel quadro normativo potrebbero avere effetti negativi rilevanti sulla sua attività, sui risultati delle operazioni e sulle condizioni finanziarie.

Quali sono i rischi chiave dei titoli?

1) Il valore di mercato dei Certificati sarà influenzato da una serie di fattori, tra cui, a titolo esemplificativo ma non esaustivo (i) il valore e la volatilità dei Sottostanti di Riferimento rilevanti e l'affidabilità creditizia degli emittenti e dei debitori di qualsiasi Sottostante di Riferimento, (ii) il valore e la volatilità di eventuali obbligazioni a cui i pagamenti dei Certificati possono essere collegati, direttamente o indirettamente, e l'affidabilità creditizia degli emittenti o dei debitori rispetto a qualsiasi titolo o altra obbligazione a cui i pagamenti sui Certificati possono essere collegati, direttamente o indirettamente, (iii) percezione del mercato, tassi di interesse, rendimenti e tassi di cambio, (iv) il tempo rimanente alla Data di Scadenza e (v) la natura e la liquidità dei contratti di copertura o qualsiasi altra operazione in derivati stipulato dall'Emittente o incorporato nei Certificati. Il prezzo a cui i certificati possono essere venduti prima della data di scadenza può essere scontato, il che potrebbe essere sostanziale, al valore al quale i certificati sono stati acquisiti alla data di emissione.

2) I certificati possono essere riscattati prima della loro scadenza per vari motivi, tra i quali l'Emittente che deve pagare importi aggiuntivi in relazione a qualsiasi Certificato a causa di eventuali trattenute; gli obblighi dell'Emittente diventano illeciti, illegali o altrimenti vietati; il verificarsi di un Evento di inadempienza o di un evento di rimborso anticipato.

3) All'occorrenza di un Evento di Rimborso Automatico Anticipato i Certificati saranno automaticamente rimborsati al loro Ammontare di Rimborso Automatico Anticipato.

4) I reclami dei Titolari dei Certificati sono effettivamente subordinati a quelli di certi creditori. Fatte salve le preferenze statutarie, i Certificati e la Garanzia si posizioneranno allo stesso livello di tutti gli altri debiti non garantiti e non subordinati dell'Emittente e del Garante. Tuttavia, i Certificati e la Garanzia saranno effettivamente subordinati a tutti, rispettivamente, l'indebitamento garantito dell'Emittente e del Garante, nella misura del valore delle attività che garantiscono tale indebitamento e ad altri obblighi preferenziali ai sensi della legge inglese.

5) Se l'Emittente e il Garante sono soggetti alla procedura di insolvenza, gli Investitori possono perdere l'importo originariamente investito.

6) I fattori di rischio associati ai certificati collegati ai Sottostanti di Riferimento. Esistono rischi specifici relativi

agli Equity linked Certificates. I potenziali investitori devono essere consapevoli del fatto che, a seconda delle condizioni dei Certificati (i), potrebbero non ricevere interessi o ricevere un importo limitato di interessi, (ii) il pagamento del capitale o degli interessi può avvenire in un momento diverso dal previsto e (iii) potrebbero perdere fino al 99,999 per cento del loro investimento se il valore delle azioni e/o depositary receipts non si muove nella direzione prevista. In aggiunta i movimenti del prezzo dell'azione o della ricevuta del deposito o del paniere di azioni e / o delle ricevute del depositario possono essere soggetti a fluttuazioni significative che potrebbero non essere correlate alle variazioni dei tassi di interesse, delle valute o di altri indici e alla tempistica delle variazioni del prezzo rilevante dell'azione o delle azioni possono influire sul rendimento effettivo per gli investitori, anche se il livello medio è coerente con le loro aspettative. In generale, prima è la variazione del prezzo delle azioni e / o delle ricevute di deposito, maggiore è l'effetto sul rendimento.

7) Vi sono rischi relativi a operazioni di copertura da parte dell'Emittente e il valore dei Certificati potrebbe essere influenzato in particolare dalla liquidazione di tutte o parte delle relative posizioni di copertura.

SEZIONE D – INFORMAZIONI CHIAVE SULL'OFFERTA DI TITOLI AL PUBBLICO E/O ALL'AMMISSIONE AL TRADING SU UN MERCATO REGOLAMENTATO

Sotto quali condizioni e calendario posso investire in questo titolo?

I certificati saranno interamente sottoscritti da Otala.Markets Ltd in qualità di Dealer il 24 luglio 2026.
Il prezzo di emissione dei Certificati è di EUR 1.000,00

E' stata fatta richiesta da parte dell'Emittente (o in suo conto) affinché i Certificati vengano ammessi alle negoziazioni su EuroTLX (gestito da Borsa Italiana S.p.A.) appena possibile dopo la Data di Emissione.

Si stima che le spese totali dell'offerta siano di EUR 10.000. Nessuna spesa sarà addebitata agli investitori.

Perché viene prodotto il Base Prospectus?

Utilizzo e importo netto stimato del ricavato
Stimiamo che l'importo netto dei proventi dell'emissione dei Certificati sarà EUR 500.000,00. L'ammontare netto dei proventi dell'emissione dei Certificati sarà utilizzato per effettuare transazioni finanziarie di compensazione in modo tale da coprire l'esposizione dell'Emittente ai rendimenti futuri promessi dei Certificati emessi nella misura minima richiesta.

Sottoscrizione

Not applicable

Conflitto di interessi

Otala.Markets Ltd agisce in relazione ai Certificati in qualità di Garante, Agente di Calcolo e Dealer e i suoi vari ruoli e obblighi in relazione ai Certificati potrebbero portare a potenziali conflitti di interesse in relazione a qualsiasi emissione di Certificati che potrebbero avere un impatto negativo sui detentori dei Certificati. Nel ruolo di Agente di Calcolo, Otala.Markets Ltd, ha ampi poteri discrezionali che potrebbero non tenere conto degli interessi dei detentori dei Certificati.

L'Emittente, Otala PLC e le sue affiliate possono stipulare transazioni o accordi relativi ai Certificati per proprio conto o per conto dei propri clienti e possono agire in virtù di tali transazioni o accordi che potrebbero essere avversi agli interessi dei detentori dei Certificati.