

PROSPECTUS SUPPLEMENT

PROSPECTUS

Dynamic Certificates and Notes plc

(a public limited company incorporated under the laws of the Republic of Ireland)

Legal Identity Identifier (LEI): 213800K7LEAAOUSOPA15

Issue by Dynamic Certificates and Notes plc of up to EUR 100,000,000 Series 9 Autocallable Certificates linked to the EURO STOXX Banks (Price) Index due 2029 (1.73% quarterly memory coupon) (ISIN: XS2960495732)

Dynamic Certificates and Notes plc (the “**Company**”) has prepared this prospectus supplement (this “**Prospectus Supplement**”) in respect of its issue of up to EUR 100,000,000 Series 9 Autocallable Certificates linked to the EURO STOXX Banks (Price) Index due 2029 (1.73% quarterly memory coupon) with ISIN XS2960495732, documented under a prospectus dated 7 January 2025 (the “**Prospectus**”).

This Prospectus Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority under Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) and constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation.

The Central Bank only approves this Prospectus Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of either the Company or the quality of the Certificates that are the subject of this Prospectus Supplement and investors should make their own assessment as to the suitability of investing in the Certificates.

The Prospectus Regulation applies where the Certificates are admitted to trading on a regulated market for the purpose of MiFID II and/or an offer of Certificates is made to the public (within the meaning provided for the purposes of the Prospectus Regulation) in one or more Member States of the European Economic Area.

Unless otherwise defined in this Prospectus Supplement, terms defined in the Prospectus shall have the same meaning when used in this Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Prospectus Supplement and any other statement in, or incorporated by reference in, the Prospectus, the statements in this Prospectus Supplement will prevail.

The purpose of this Prospectus Supplement is to amend the following in respect of the Prospectus:

- I. the Trade Date and Reference Rate Trade Date, as set out in the section entitled “*Part A - Amendments to the Trade Date and Reference Rate Trade Date in respect of the Certificates*” of this Prospectus Supplement;
- II. the Issue Date, as set out in the section entitled “*Part B - Amendments to the Issue Date in respect of the Certificates*” of this Prospectus Supplement;
- III. the Offer Period, as set out in the section entitled “*Part C - Amendments to the Offer Period in respect of the Certificates*” of this Prospectus Supplement;
- IV. the Accrued Floating Period and Initial Valuation Date, as set out in the section entitled “*Part D - Amendments to the Accrued Floating Period and Initial Valuation Date in respect of the Certificates*” of this Prospectus Supplement; and

- V. the name of the Certificates and Specified Coupon Amount, as set out in the section entitled “*Part E – Amendments to the Name of the Certificates and Specified Coupon Amount in respect of the Certificates*” of this Prospectus Supplement.

In accordance with Article 23.2 of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Certificates prior to the publication of this Prospectus Supplement and where Certificates had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, shall have the right, exercisable within three working days following the date of publication of this Prospectus Supplement to withdraw their acceptances or applications by notice in writing to FinecoBank S.p.A. of Piazza Durante 11, Milan 20131, Italy, as well as through the network of the Distributor's financial consultants authorised for door-to-door selling and on the Distributor's website, www.finecobank.com. The final date within which such right of withdrawal must be exercised is 22 January 2025.

Save as disclosed in this Prospectus Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen since the publication of the Prospectus.

The Company accepts responsibility for the information contained in this Prospectus Supplement and confirms that, to the best of its knowledge, the information contained in this Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect its import.

This Prospectus Supplement is available for viewing at, and copies may be obtained from, the registered office of the Company and the specified office of the Paying Agent.

This Prospectus Supplement is available on the website of the Company at <https://dynamiccertificatesandnotesplc.com/documents-archive/>.

This Prospectus Supplement must be read in conjunction with Prospectus and any Supplement thereto in order to obtain all the relevant information.

17 January 2025

Dynamic Certificates and Notes plc

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PART A – AMENDMENTS TO THE TRADE DATE AND REFERENCE RATE TRADE IN RESPECT OF THE CERTIFICATES

1. The definition of the term “*Trade Date*” in item C.1.3 (*Rights attached to the Certificates*) of the section of the Prospectus entitled “*Summary*” set out on page 4 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Trade Date” means 3 March 2025;”

2. The line item entitled “*Trade Date*” of the section of the Prospectus entitled “*Pricing Conditions*” set out on page 174 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Trade Date: 3 March 2025”.

3. In the “*Pricing Conditions*” section on page 180 of the Prospectus, the election relating to the 2021 ISDA Definitions entitled “Reference Rate Trade Date”, which forms of part of the definition of “Floating Rate” in the line item entitled “Accrued Floating Amount” shall be deemed to be supplemented and replaced by the following:

“Reference Rate Trade Date: 3 March 2025”.

4. The line item entitled “*Trade Date*” of the Annex to Schedule 2 (*Additional General Conditions*) of the Prospectus entitled “*Specifications with respect to the underlyings*” on page 212 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Trade Date: 3 March 2025”.

PART B – AMENDMENTS TO THE ISSUE DATE IN RESPECT OF THE CERTIFICATES

1. The fourth sentence of item C.1.2 (*Currency, denomination, par value, number of certificates issued and duration*) of the section of the Prospectus entitled “*Summary*” set out on page 2 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“The Certificates issue on 5 March 2025 and are scheduled to mature on 19 February 2029 (the “**Scheduled Maturity Date**”).”.

2. The definition of the term “*Issue Date*” in item C.1.3 (*Rights attached to the Certificates*) of the section of the Prospectus entitled “*Summary*” set out on page 3 of the Prospectus shall be deemed to be supplemented and replaced by the following:

““**Issue Date**” means 5 March 2025;”

3. The line item entitled “*Issue Date*” of the section of the Prospectus entitled “*Pricing Conditions*” set out on page 174 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Issue Date: 5 March 2025”.

PART C – AMENDMENTS TO THE OFFER PERIOD IN RESPECT OF THE CERTIFICATES

1. The first paragraph in the “*Consent to the use of the Prospectus*” section on pages (i) to (ii) of the Prospectus, shall be deemed to be supplemented and replaced by the following:

“The Company consents to the use of this Prospectus in connection with the offer of the Certificates during the period commencing from, and including, 23 January 2025 to, and including, 21 February 2025 (the “**Offer Period**”) by FinecoBank S.p.A. of Piazza Durante 11, Milan 20131, Italy (the “**Distributor**”) in the Italian Republic, for so long as it is authorised to make such offers under MiFID II and in the Italian Republic.”.

2. The second sentence of the first paragraph of item D.1 (*Under which conditions and timetable can I invest in this certificate?*) of the section of the Prospectus entitled “*Summary*” set out on page 7 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“The offer period in respect of the Certificates is the period from, and including, 23 January 2025 to, and including, 21 February 2025.”.

3. The first sentence of the third paragraph of item D.1 (*Under which conditions and timetable can I invest in this certificate?*) of the section of the Prospectus entitled “*Summary*” set out on page 7 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“The Certificates may be distributed by the Distributor through door-to-door selling by means of tied agents, being financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) pursuant to Articles 30 and 31 of the Legislative Decree 24 February 1998, No. 58, as amended and supplemented (the “**Italian Financial Services Act**”) from (and including) 23 January 2025 to (and including) 21 February 2025 subject to any early closing of the offer period or cancellation of the offer of the Certificates.”.

4. The first paragraph of the “*Consent to the use of the Prospectus in connection with non-exempt offers*” section on page 267 of the Prospectus, shall be deemed to be supplemented and replaced by the following:

“This Prospectus has been prepared on the basis that an offer of the Certificates may be made by FinecoBank S.p.A. of Piazza Durante 11, Milan 20131, Italy other than pursuant to Article 1(4) of the Prospectus Regulation (a “**Non-exempt Offer**”) in the Italian Republic (“**Public Offer Jurisdiction**”) during the period from and including 23 January 2025 to, and including, 21 February 2025 (“**Offer Period**”).”.

5. The third paragraph of item (4) of the “*Terms and Conditions of the Offer*” section on page 268 of the Prospectus, shall be deemed to be supplemented and replaced by the following:

“**Door-to-door selling:** The Certificates may be distributed by the Distributor through door-to-door selling by means of tied agents, being financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) pursuant to Articles 30 and 31 of the Legislative Decree 24 February 1998, No. 58, as amended and supplemented (the “**Italian Financial Services Act**”) from (and including) 23 January 2025 to (and including) 21 February 2025 subject to any early closing of the Offer Period or cancellation of the offer of the Certificates.”.

**PART D – AMENDMENTS TO THE ACCRUED FLOATING PERIOD AND INITIAL VALUATION
DATE IN RESPECT OF THE CERTIFICATES**

1. The definition of the term “*Accrued Floating Amount Calculation Period*” in item C.1.3 (*Rights attached to the Certificates*) of the section of the Prospectus entitled “*Summary*” set out on page 3 of the Prospectus shall be deemed to be supplemented and replaced by the following:

““**Accrued Floating Amount Calculation Period**” means the period from (and including) 5 March 2025 to (but excluding) 12 February 2029;”.

2. The definition of the term “*Initial Valuation Date*” in item C.1.3 (*Rights attached to the Certificates*) of the section of the Prospectus entitled “*Summary*” set out on page 3 of the Prospectus shall be deemed to be supplemented and replaced by the following:

““**Initial Valuation Date**” means 5 March 2025;”.

3. The definition of the term “*Initial Valuation Date*” in the section of the Prospectus entitled “*Pricing Conditions*” set out on page 176 of the Prospectus shall be deemed to be supplemented and replaced by the following:

““**Initial Valuation Date**” means 5 March 2025.”.

4. In the “*Pricing Conditions*” section on page 178 of the Prospectus, the first paragraph of the line item entitled “*Accrued Floating Amount*” shall be deemed to be supplemented and replaced by the following:

“Accrued Floating Amount:	An amount accrued on each Certificate for the period from (and including) 5 March 2025 (the “ Accrued Floating Period Start Date ”) to (but excluding) 12 February 2029 (the “ Accrued Floating Period End Date ” and such period, the “ Accrued Floating Amount Calculation Period ”) and payable by the Company to the Counterparty under the Swap Agreement on the Fixing Day, subject to a minimum of zero, calculated by the Calculation Agent to be an amount in EUR to equal to the product of:”.
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PART E – AMENDMENTS TO THE NAME OF THE CERTIFICATES AND SPECIFIED COUPON AMOUNT IN RESPECT OF THE CERTIFICATES

1. The description of the “Certificates” set out above the first paragraph on the cover page of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Series 9 Autocallable Certificates linked to the EURO STOXX Banks (Price) Index due 2029 (1.875% quarterly memory coupon) (the “Certificates”)”

2. The item A.1.1 (*Name and international securities identifier number (ISIN) of the certificates*) of the section of the Prospectus entitled “Summary” set out on page 1 of the Prospectus shall be deemed to be supplemented and replaced by the following:

“Autocallable Certificates linked to the EURO STOXX Banks (Price) Index due February 2029 (1.875% quarterly memory coupon) (the “**Certificates**”). ISIN Code: XS2960495732”.

3. The definition of the term “Specified Coupon Amount” in item C.1.3 (*Rights attached to the Certificates*) of the section of the Prospectus entitled “Summary” set out on page 4 of the Prospectus shall be deemed to be supplemented and replaced by the following:

““**Specified Coupon Amount**” means in respect of each Coupon Amount Payment Date, EUR 18.75;”.

4. In the “Pricing Conditions” section on pages 192 to 193 of the Prospectus, the schedule entitled “Coupon Amounts Table” shall be deemed to be supplemented and replaced by the following:

**“Schedule 1
Coupon Amounts Table**

Valuation Date	Coupon Amount Payment Dates	Specified Coupon Amount (in EUR)
12 May 2025	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 May 2025	18.75
12 August 2025	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 August 2025	18.75
12 November 2025	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 November 2025	18.75
12 February 2026	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 February 2026	18.75
12 May 2026	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 May 2026	18.75
12 August 2026	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 August 2026	18.75

12 November 2026	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 November 2026	18.75
12 February 2027	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 February 2027	18.75
12 May 2027	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 May 2027	18.75
12 August 2027	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 August 2027	18.75
12 November 2027	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 November 2027	18.75
14 February 2028	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 14 February 2028.	18.75
12 May 2028	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 May 2028	18.75
14 August 2028	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 14 August 2028	18.75
13 November 2028	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 13 November 2028	18.75
12 February 2029	The date falling five Payment Business Days following the Valuation Date scheduled to fall on 12 February 2029	18.75

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