

FINAL TERMS

MiFID II product governance / Retail Investors, Professional investors and ECPs target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 23 May 2022

ROMANIA

acting through the Ministry of Finance

Legal entity identifier (LEI): 315700IASY927EDWBK92

Issue of USD 1,000,000,000 5.250 per cent. Notes due 25 November 2027 (the "Notes")

under the EUR 56,000,000,000

Global Medium Term Note Programme

PART A – CONTRACTUAL TERMS

This document constitutes the final terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions ("**Conditions**") set forth in the information memorandum dated 6 April 2021, as supplemented by the first supplemental information memorandum dated 7 July 2021, the second supplemental information memorandum dated 18 January 2022 and the third supplemental information memorandum dated 18 May 2022 (together, the "**Information Memorandum**"). These Final Terms contain the final terms of the Notes and must be read in conjunction with such Information Memorandum.

The Notes have not been, and will not be, registered under the United States Securities Act of 1933, as amended ("**Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States. The Notes may not be offered, sold or (in the case of Notes in bearer form) delivered within the United States except pursuant to an exemption from, or in certain transactions exempt from the registration requirements of the Securities Act.

1. (i) Issuer: Romania, acting through the Ministry of Finance
2. (i) Series Number: 2022-5
- (ii) Tranche Number: 1

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| 3. | Specified Currency or Currencies: | US Dollar ("USD") |
| 4. | Aggregate Principal Amount: | |
| | (i) Series: | USD 1,000,000,000 |
| | (ii) Tranche: | USD 1,000,000,000 |
| 5. | Issue Price: | 99.764 per cent. of the Aggregate Principal Amount |
| 6. | (i) Specified Denominations: | USD 2,000 |
| | (ii) Calculation Amount: | USD 2,000 |
| 7. | (i) Issue Date: | 25 May 2022 |
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 25 November 2027 |
| 9. | Interest Basis: | 5.250 per cent. Fixed Rate (further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | Date of approval for issuance of Notes obtained by the Ministry of Finance: | 18 May 2022 |
| 14. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 5.250 per cent. per annum payable semi-annually in arrear |
| | (ii) Interest Payment Date(s): | 25 May and 25 November in each year from and including 25 November 2022 up to and including the Maturity Date |

- (iii) Fixed Coupon Amount: USD 52.50 per Calculation Amount in respect of each Interest Payment Date from and including 25 November 2022 to and including the Maturity Date
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30/360
- (vi) Determination Dates: Not Applicable
- 16. **Floating Rate Note Provisions** Not Applicable
- 17. **Zero Coupon Note Provisions** Not Applicable
- 18. **Index-Linked Interest Note/other variable-linked interest Note Provisions** Not Applicable
- 19. **Dual Currency Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. Call Option: Not Applicable
- 21. Put Option: Not Applicable
- 22. Final Redemption Amount of each Note: USD 2,000 per Calculation Amount
- 23. Early Redemption Amount:

Early Redemption Amount(s) on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): USD 2,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 24. Form of Notes: **Registered Notes:**

Unrestricted Global Note Certificate registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg (that is, held under the New Safekeeping Structure (NSS))

Restricted Global Note Certificate registered in the name of a nominee for DTC.

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| 25. | New Global Note: | Not Applicable |
| 26. | New Safekeeping Structure: | Yes, but only in respect of the Unrestricted Global Note Certificate |
| 27. | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| 28. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 29. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made: | Not Applicable |
| 30. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 31. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 32. | Consolidation provisions: | Not Applicable |
| 33. | Other final terms: | Not Applicable |

DISTRIBUTION

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| 34. | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Citigroup Global Markets Europe AG
Reuterweg 16
60323 Frankfurt am Main
Germany

USD 200,000,000

Erste Group Bank AG
Am Belvedere 1
1100 Vienna
Austria

USD 200,000,000

J.P. Morgan SE
Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main |
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Germany

USD 200,000,000

Raiffeisen Bank International AG
Am Stadtpark 9
A 1030 Vienna
Austria

USD 200,000,000

Société Générale
29, boulevard Haussmann
75009 Paris
France

USD 200,000,000

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| (ii) | Date of Subscription Agreement: | 23 May 2022 |
| (iii) | Stabilising Manager(s) (if any): | J.P. Morgan SE |
| 35. | If non-syndicated, name and address of Dealer: | Not Applicable |
| 36. | Total commission and concession: | 0.075 per cent. of the Aggregate Principal Amount |
| 37. | U.S. Selling Restrictions: | Reg. S Compliance Category 1
Rule 144A Eligible |
| 38. | Non-exempt Offer: | Not Applicable |
| 39. | Additional selling restrictions: | Not Applicable |

PURPOSE OF FINAL TERMS

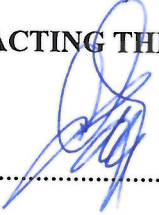
These Final Terms comprise the final terms required for issue and admission to trading on the regulated market of the Luxembourg Stock Exchange of the Notes described herein pursuant to the EUR 56,000,000,000 Global Medium Term Note Programme of Romania acting through the Ministry of Finance.

RESPONSIBILITY

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

Signed on behalf of

ROMANIA, ACTING THROUGH THE MINISTRY OF FINANCE:

By: 

Adrian Căciu, Minister of Finance

Duly authorised

PART B — OTHER INFORMATION

1. LISTING

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|------|----------------------|---|
| (i) | Listing | Luxembourg |
| (ii) | Admission to trading | Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date. |

2. RATINGS

Ratings:

The Notes will be rated:

S&P Global Ratings Europe Limited ("**S&P**"):
BBB- (stable)

Moody's France S.A.S. ("**Moody's**"):
Baa3 (stable)

The Notes are also expected to be rated:

Fitch Ratings Limited ("**Fitch**"):
BBB- (negative)

Each of S&P and Moody's is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

Each of S&P and Moody's appears on the latest update of the list of registered credit rating agencies (as of 24 March 2022 on the ESMA website).

The ratings S&P and Moody's have given to the Notes are endorsed by Moody's Investors Service Limited and S&P Global Ratings Limited respectively which are established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK CRA Regulation**").

Fitch Ratings Limited is established in the United Kingdom and is registered under the UK CRA Regulation.

Fitch appears on the latest update of the list of registered credit rating agencies (as of 19 April 2022) of the Financial Conduct Authority.

The rating Fitch Ratings Limited is expected to give the Notes is endorsed by Fitch Ratings Ireland Limited, which is established in the EEA and registered under the CRA Regulation.

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

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: See "*Use of Proceeds*" wording in the Information Memorandum
- (ii) Estimated net proceeds: USD 996,890,000

5. YIELD

Indication of yield: 5.300 per cent. per annum

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- (i) CUSIP: 77586RAN0
- (ii) ISIN Code: Reg S: XS2485248806
144A: US77586RAN08
- (iii) Common Code: Reg S: 248524880
- (iv) Issuer LEI: 315700IASY927EDWBK92
- (v) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
- (vi) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.
- (vii) Any clearing system(s) other than DTC, Euroclear Bank SA/NV and Clearstream: Not Applicable

Banking S.A. and the
relevant identification
number(s):

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| (viii) | Delivery: | Delivery free of payment |
| (ix) | Names and addresses of
initial Paying Agent(s): | Citibank N.A., London Branch
Citigroup Centre
25 Canada Square
London E14 5LB |
| (x) | Names and addresses of
additional Paying
Agent(s) (if any): | Not Applicable |
| (xi) | Intended to be held in a
manner which would
allow Eurosystem
eligibility: | Yes, in respect of the Unrestricted Global Note
Certificate. Not Applicable in respect of the
Restricted Global Note Certificate. |

Note that the designation "**yes**" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.