

## FINAL TERMS

**EU MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**EU MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers’ target market assessment; however, a distributor subject to EU 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 25 November 2022

### MUNICIPALITY FINANCE PLC (Kuntarahoitus Oyj)

Issue of RON107,500,000 Fixed Rate Notes due 29 November 2023

Guaranteed by

### THE MUNICIPAL GUARANTEE BOARD (Kuntien takauskeskus)

**under the €45,000,000,000**

### Programme for the Issuance of Debt Instruments

#### 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 (the "**Conditions**") set forth in the Offering Circular dated 4 May 2022 and the supplemental Offering Circular dated 7 September 2022 (the "**Offering Circular**"). These Final Terms contain the final terms of the Notes and must be read in conjunction with such Offering Circular as so supplemented.

- |    |      |                                   |  |
|----|------|-----------------------------------|--|
| 1. | (i)  | Issuer:                           | Municipality Finance Plc (Kuntarahoitus Oyj)         |
|    | (ii) | Guarantor:                        | The Municipal Guarantee Board (Kuntien takauskeskus) |
| 2. | (i)  | Series Number:                    | EMTN 124/2022  |
|    | (ii) | Tranche Number:                   | 1  |
| 3. |      | Specified Currency or Currencies: | Romanian Leu (" <b>RON</b> ")                        |
| 4. |      | Aggregate Nominal Amount:         |  |
|    | (i)  | Series:                           | RON107,500,000                                       |
|    | (ii) | Tranche:                          | RON107,500,000                                       |
| 5. | (i)  | Issue Price:                      | 100 per cent. of the Aggregate Nominal Amount        |
| 6. | (i)  | Specified Denominations:          | RON500,000   |
|    | (ii) | Calculation Amount:               | RON500,000   |
| 7. | (i)  | Issue Date:                       | 29 November 2022                                     |
|    | (ii) | Interest Commencement Date:       | 29 November 2022                                     |

|     |   |  |
|-----|---|--|
| 8.  | Maturity Date:  | 29 November 2023   |
| 9.  | Interest Basis:   | 7.50 per cent. Fixed Rate<br>(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. | (i) Status of the Notes:  | Senior   |
|     | (ii) Status of the Guarantee:   | Senior   |
|     | (iii) Date Board approval for issuance of Notes and Guarantee obtained: | Not Applicable   |
| 14. | Method of distribution:   | Non-syndicated   |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|     |   |   |
|-----|---|---|
| 15. | <b>Fixed Rate Note Provisions</b>   | Applicable  |
|     | (i) Rate(s) of Interest:  | 7.50 per cent. per annum payable on the Maturity Date   |
|     | (ii) Interest Payment Date(s):  | The Maturity Date, subject to adjustment, for payment purposes only, in accordance with the Following Business Day Convention |
|     | (iii) Fixed Coupon Amount(s):   | RON 37,500 per Calculation Amount   |
|     | (iv) Broken Amount(s):  | Not Applicable  |
|     | (v) Day Count Fraction:   | Actual/Actual (ICMA)  |
|     | (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable  |
| 16. | <b>Floating Rate Note Provisions</b>  | Not Applicable  |
| 17. | <b>Zero Coupon Note Provisions</b>  | Not Applicable  |
| 18. | <b>Index-Linked Interest Note Provisions</b>  | Not Applicable  |
| 19. | <b>Dual Currency Note Provisions</b>  | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

|     |   |                                   |
|-----|---|-----------------------------------|
| 20. | <b>Call Option</b>                          | Not Applicable                    |
| 21. | <b>Put Option</b>                           | Not Applicable                    |
| 22. | <b>Final Redemption Amount of each Note</b> | RON500,000 per Calculation Amount |
| 23. | <b>Early Redemption Amount</b>              |                                   |

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or 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): As per the Conditions

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|     |   |   |
|-----|---|---|
| 24. | <b>Form of Notes:</b>   | <b>Bearer Notes:</b><br><br>Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note   |
| 25. | New Global Note:  | No  |
| 26. | New Safekeeping Structure:  | No  |
| 27. | Business Centre(s) or other special provisions relating to Payment Dates:   | TARGET2 and Bucharest   |
| 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 and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |
| 30. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 31. | Other terms or special conditions:  | In the event that the Issuer is due to make a payment in RON in respect of any Note and RON is not available on the foreign exchange markets due to the imposition of exchange controls, RON's replacement or disuse or other circumstances beyond the Issuer's control, the Issuer will be entitled to satisfy its obligations in respect of such payment by making a payment in Euro, United States Dollars or Japanese Yen at an exchange rate determined by the Calculation Agent in its sole discretion, acting in good faith and in a commercially reasonable manner. Any payment made by the Issuer pursuant to the preceding sentence shall constitute a valid payment and shall not constitute an event of default in respect of the Notes. "Calculation Agent" means Citigroup Global Markets Europe AG |

#### **DISTRIBUTION**

|     |  |                |
|-----|--|----------------|
| 32. | (i) If syndicated, names and address of Managers and underwriting commitments: | Not Applicable |
|-----|--|----------------|

- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
33. If non-syndicated, name and address of Dealer: Citigroup Global Markets Europe AG  
Reuterweg 16  
60323 Frankfurt  
Germany
34. TEFRA: Not Applicable
35. Additional selling restrictions: Not Applicable

#### **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for the issue and admission to trading on the Helsinki Stock Exchange maintained by Nasdaq Helsinki of the Notes described herein pursuant to the €45,000,000,000 Programme for the Issuance of Debt Instruments of Municipality Finance Plc (Kuntarahoitus Oyj) guaranteed by The Municipal Guarantee Board (Kuntien takauskeskus).

**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

By: .....  
Duly authorised

**SIGNED** on behalf of the Guarantor:

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing: Helsinki
- (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 Helsinki Stock Exchange maintained by Nasdaq Helsinki with effect from 29 November 2022.

### 2. RATINGS

Ratings: The Notes to be issued have not been rated

### 3. OPERATIONAL INFORMATION

Trade Date: 21 November 2022

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 Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes 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.

ISIN Code: XS2560831674

Common Code: 256083167

FISN: MUNICIPALITY FI/7.5EMTN 20231129 G , As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

CFI code: DTFTFB , As set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

CUSIP No: Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking *société anonyme* and DTC and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable