

**EU MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act 2001 (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018)

Final Terms dated 15 May 2023

### **MUNICIPALITY FINANCE PLC (Kuntarahoitus Oyj)**

Issue of EUR 100,000,000 0.000 per cent. Notes due 21 April 2028 (the "Notes")

(to be consolidated and form a single series with the EUR 500,000,000 0.000 per cent. Notes due 21 April 2028 issued on 21 April 2021, the EUR 50,000,000 0.000 per cent. Notes due 21 April 2028 issued on 1 July 2021, the EUR 200,000,000 0.000 per cent. Notes due 21 April 2028 issued on 11 March 2022, the EUR 100,000,000 0.000 per cent. Notes due 21 April 2028 issued on 5 July 2022, the EUR 150,000,000 0.000 per cent. Notes due 21 April 2028 issued on 27 October 2022 and the EUR 100,000,000 0.000 per cent. Notes due 21 April 2028 issued on 8 March 2023 (together, the "Original Notes"))

Guaranteed by

### **THE MUNICIPAL GUARANTEE BOARD (Kuntien takauskessus)**

**under the €45,000,000,000**

### **Programme for the Issuance of Debt Instruments**

#### **PART A – CONTRACTUAL TERMS**

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 13 May 2020 and the supplemental Offering Circular dated 16 September 2020. This document constitutes the Final Terms of the Notes described herein and, save in respect of the Conditions, must be read in conjunction with the Offering Circular dated 9 May 2023 in order to obtain all the relevant information.

The Offering Circulars have been published on the Issuer's website ([www.munifin.fi](http://www.munifin.fi)).

In accordance with Regulation (EU) 2017/1129, no prospectus is required in connection with the issuance of the Notes described herein.

- |    |      |                 |  |
|----|------|-----------------|--|
| 1. | (i)  | Issuer:         | Municipality Finance Plc (Kuntarahoitus Oyj)         |
|    | (ii) | Guarantor:      | The Municipal Guarantee Board (Kuntien takauskessus) |
| 2. | (i)  | Series Number:  | EMTN 82/2021   |
|    | (ii) | Tranche Number: | 7  |
- The Notes will be consolidated and form a single series

|     |   |   |
|-----|---|---|
|     |   | with the Original Notes on the Issue Date   |
| 3.  | Specified Currency or Currencies:                                       | Euro ("EUR")  |
| 4.  | Aggregate Nominal Amount:   |   |
|     | (i) Series:   | EUR 1,200,000,000   |
|     | (ii) Tranche:   | EUR 100,000,000   |
| 5.  | (i) Issue Price:  | 86.716 per cent. of the Aggregate Nominal Amount of this Tranche plus 26 days' accrued interest from, and including, the Interest Commencement Date, to, but excluding, the Issue Date, amounting to EUR 0.00 |
| 6.  | (i) Specified Denominations:  | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof   |
|     | (ii) Calculation Amount:  | EUR 1,000   |
| 7.  | (i) Issue Date:   | 17 May 2023   |
|     | (ii) Interest Commencement Date:  | 21 April 2023   |
| 8.  | Maturity Date:  | 21 April 2028   |
| 9.  | Interest Basis:   | 0.000 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 Notes  |
|     | (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 of Interest:             | 0.000 per cent. per annum payable annually in arrear  |
|     | (ii) Interest Payment Date(s):    | 21 April in each year commencing on 21 April 2024 up to and including the Maturity Date. However, as the applicable Rate of Interest is 0.000 per cent. per annum, no interest will in fact be payable with respect to the Notes. |

|       |  |                                  |
|-------|--|----------------------------------|
| (iii) | Fixed Coupon Amounts:  | EUR 0.000 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>  | EUR 1,000 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 set out in the Conditions     |
| 24.   | <b>Early Redemption Options</b>  |                                  |
| (i)   | Notice period on redemption for tax reasons (if different from Condition 7.02 ( <i>Early Redemption or Substitution for Taxation Reasons</i> )):   | As set out in the conditions     |
| (ii)  | Early redemption following an MREL Disqualification Event:   | Not Applicable                   |
| (iii) | Notice period on MREL Disqualification Event redemption (if different from Condition 7.07):  | Not Applicable                   |

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

25. **Form of Notes:**

##### **Registered Notes:**

Regulation S Global Note exchangeable for Definitive Registered Notes in the limited circumstances described in Regulation S Global Note

|     |   |                             |
|-----|---|-----------------------------|
| 26. | New Global Note:  | No                          |
| 27. | New Safekeeping Structure:  | Yes                         |
| 28. | Business Centre(s) or other special provisions relating to Payment Dates:   | TARGET Business Day, London |
| 29. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No                          |
| 30. | 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              |
| 31. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable              |
| 32. | Substitution or variation following an MREL Disqualification Event:   | Not Applicable              |
| 33. | Other terms or special conditions:  | Not Applicable              |

#### **DISTRIBUTION**

|     |  |   |
|-----|--|---|
| 34. | (i) If syndicated, names of Managers and underwriting commitments: | Not Applicable  |
|     | (ii) Date of Subscription Agreement:                               | Not Applicable  |
|     | (iii) Stabilisation Manager(s) (if any):                           | Not Applicable  |
| 35. | If non-syndicated, name of Dealer:                                 | J.P. Morgan SE  |
| 36. | U.S. Selling Restrictions:   | Reg S Compliance Category 2<br>Not Rule 144A Eligible |
| 37. | 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: ..... By:.....

**SIGNED** on behalf of the Guarantor:

By: .....

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing: Nasdaq Helsinki
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Helsinki Stock Exchange maintained by Nasdaq Helsinki with effect from the Issue Date.
- The Original Notes are already admitted to trading on the Helsinki Stock Exchange maintained by Nasdaq Helsinki.

### 2. RATINGS

The Original Notes to be issued have been rated:

Moody's Investors Service (Nordics) AB ("**Moody's**"): Aa1

S&P Global Ratings Europe Limited ("**S&P**"): AA+

Moody's and S&P are established in the EEA and registered under Regulation (EC) No 1060/2009, as amended. Ratings they issues are endorsed by Moody's Investors Service Ltd and S&P Global Ratings UK Limited respectively, which are both established in the United Kingdom and registered under Regulation (EC) No 1060/2009 on credit rating agencies as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

### 3. OPERATIONAL INFORMATION

Trade Date 10 May 2023

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and 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 recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

ISIN Code: XS2333658073

Common Code: 233365807

FISN: 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: 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, Clearstream, Luxembourg 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