

## FINAL TERMS

### **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 Note (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.

Final Terms dated 30 August 2023

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

Issue of USD 100,000,000 4.680 per cent. Social Notes due 1 September 2027

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**

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 9 May 2023 (the "**Offering Circular**"). This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Offering Circular in order to obtain all the relevant information.

The Offering Circular has 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 takauskeskus) |
| 2. | (i)  | Series Number:  | EMTN044/2023   |
|    | (ii) | Tranche Number: | 1  |

3. Specified Currency or Currencies: United States Dollars (“USD”)
  
4. Aggregate Nominal Amount:
  - (i) Series: USD 100,000,000
  - (ii) Tranche: USD 100,000,000
  
5. (i) Issue Price: 100 per cent. of the Aggregate Nominal Amount
  
6. (i) Specified Denominations: USD 200,000
  - (ii) Calculation Amount: USD 200,000
  
7. (i) Issue Date: 1 September 2023
  - (ii) Interest Commencement Date: 1 September 2023
  
8. Maturity Date: 1 September 2027
  
9. Interest Basis: 4.680 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. (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:	4.680 per cent. per annum payable semi-annually in arrear
	(ii) Interest Payment Date(s):	1 September and 1 March in each year, commencing 1 March 2024, adjusted for payment purposes only in accordance with the Following Business Day Convention.
	(iii) Fixed Coupon Amount:	USD 4,680 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(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>	USD 200,000 per Calculation Amount
23.	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) per Calculation	Not Applicable

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):

**24. Early Redemption Options**

- |       |  |  |
|-------|--|--|
| (i)   | Notice period on redemption for tax reasons (if different from Condition 7.02 ( <i>Early Redemption or Substitution for Taxation Reasons</i> )): | Not Applicable – in line with 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 – in line with Conditions |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |  |
|-----|---|--|
| 25. | <b>Form of Notes:</b>   | <b>Registered Notes:</b>   |
|     |   | Regulation S Global Note registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg |
| 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 and New York   |
| 29. | Talons for future Coupons or Receipts to be attached to                   | No   |

Definitive Notes (and dates on which such Talons mature):

- |     |   |  |
|-----|---|--|
| 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                             |
|     | (i) Notice period on substitution or variation following an MREL Disqualification Event redemption (if different from Condition 10 ( <i>Substitution or Variation</i> )):   | Not Applicable – in line with Condition 10 |
| 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:                                 | DNB Bank ASA  |
| 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 Helsinki Stock Exchange maintained by Nasdaq Helsinki with effect from Issue Date.

### 2. RATINGS

The Notes to be issued are expected to be rated:

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

S&P Global Ratings Europe Limited, Stockholm Branch ("**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. USE OF PROCEEDS

The proceeds of the issue of the Notes will be used by the Issuer in accordance with the Municipal Guarantee Board Act, as amended. In addition, an amount equal to the proceeds of the issue of the Notes will be used and earmarked in accordance with the Issuer's Social Bonds Framework dated 12 February 2020. The Social Bonds Framework and other documentation relating to the Issuer's social bonds are subject to review and change and may be amended, updated, supplemented, replaced and/or withdrawn from time to time. Any such amendment, update, supplementing, replacing and/or withdrawal after the Issue Date may be applied in respect of the Notes.

No representation or assurance is given by the Issuer, the Guarantor, the Dealer or any other person as to the suitability of the Notes to fulfil social, environmental and sustainability criteria required by prospective investors. None of the Issuer, the Guarantor, or the Dealer are responsible for any third party social, environmental and sustainability assessment of the Notes. The dealer is not responsible for the monitoring of the use of proceeds.

Investors should refer to the Issuer's website, its Social Bonds Framework and second party opinion of ISS ESG for further information. None of the Issuer's website, its Social Bonds Framework or second party opinion of ISS ESG are incorporated in, or form part of, the Offering Circular or these Final Terms.

#### 4. OPERATIONAL INFORMATION

Trade Date	25 August 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:	XS2675717917
Common Code:	267571791
FISN:	As set out on the website of the Association of National Number Agencies (ANNA)
CFI code:	As set out on the website of the Association of National Number Agencies (ANNA)
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