

FINAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the **Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the **UK**). For these purposes, a **retail investor** means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance/Professional investors and eligible counterparties 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 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 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.

3 December 2024

HOIST FINANCE AB (publ)

Legal entity identifier (LEI): 549300NPK3FB2BEL4D08

**Issue of SEK 700,000,000 Senior Non-Preferred Floating Rate Notes due March 2029
under the €1,000,000,000**

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 19 June 2024 which as supplemented by the supplements to it dated 11 September 2024 and 25 October 2024, constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation 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 website of Euronext Dublin at <https://live.euronext.com/>.

1. Issuer: Hoist Finance AB (publ)
2. (a) Series Number: 18
(b) Tranche Number: 1
(c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Swedish Krona (“SEK”)
4. Aggregate Nominal Amount:
 - (a) Series: SEK 700,000,000
 - (b) Tranche: SEK 700,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: SEK 1,250,000
(b) Calculation Amount (in relation to calculation of interest on Notes in global form or Registered definitive form see Conditions): SEK 1,250,000
7. (a) Issue Date: 5 December 2024
(b) Interest Commencement Date: Issue Date
8. Maturity Date: Interest Payment Date falling in or nearest to March 2029
9. Interest Basis: 3 month STIBOR + 2.50 per cent. Floating Rate (see paragraph 16 below)

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| 10. | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (a) Status of the Notes: | Senior Non-Preferred Notes |
| | (b) Date Board approval for issuance of Notes obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions: | Not Applicable |
| 15. | Fixed Reset Note Provisions: | Not Applicable |
| 16. | Floating Rate Note Provisions: | Applicable |
| | (a) Specified Period(s)/Specified Interest Payment Dates: | Quarterly in arrear on 5 March, 5 June, 5 September and 5 December in each year, commencing on 5 March 2025 up to and including the Maturity, subject to adjustment in accordance with the Business Day Convention set out in (b) below |
| | (b) Business Day Convention: | Modified Following Business Day Convention |
| | (c) Additional Business Centre(s): | Not Applicable |
| | (d) Party responsible for calculating the Rate of Interest and Interest Amount: | Principal Paying Agent |
| | (e) Screen Rate Determination: | |
| | • Reference Rate: | 3 month STIBOR |
| | • Interest Determination Date(s): | The second Stockholm business day prior to the start of each Interest Period |
| | • Relevant Screen Page: | Refinitiv's screen "STIBOR=" page |
| | (f) Linear Interpolation: | Not Applicable |
| | (g) Margin(s): | + 2.50 per cent. per annum |

- (h) Minimum Rate of Interest: 0.00 per cent. per annum
 - (i) Maximum Rate of Interest: Not Applicable
 - (j) Day Count Fraction: Actual/360
17. Zero Coupon Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Notice periods for Condition 7.2, Condition 7.12 and Condition 7.13: Minimum period: 30 days
Maximum period: 60 days
19. Issuer Call: Not Applicable
20. Make-Whole Redemption by the Issuer: Not Applicable
21. Issuer Residual Call: Not Applicable
22. Investor Put: Not Applicable
23. Change of Control Put: Not Applicable
24. Redemption upon occurrence of a MREL Disqualification Event: Applicable
25. Final Redemption Amount: SEK 1,250,000 per Calculation Amount
26. Early Redemption Amount payable on redemption for taxation reasons (including due to the occurrence of a Tax Event), a Capital Event, a MREL Disqualification Event or on event of default: SEK 1,250,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes:
- (a) Form: Bearer Notes:

Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event
 - (b) New Global Note: No
28. Additional provisions applicable to Senior Preferred Notes: Not Applicable

29. Substitution or variation: Applicable
30. Additional Financial Centre(s): London
31. Talons for future Coupons to be attached to Definitive Notes: No

THIRD PARTY INFORMATION

The description of the rating in Part B, paragraph 2 of these Final Terms has been extracted from the website of Moody's (as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody's, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Hoist Finance AB (publ):

By: 

Anders Sars
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of Euronext Dublin and admitted to listing on the official list of Euronext Dublin with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- Ba1 by Moody’s Investors Services (Nordics) AB (“**Moody’s**”)
- Moody’s is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).
- In accordance with Moody's ratings definitions available as at the date of these Final Terms, obligations rated “Ba1” is judged to be speculative and are subject to a substantial credit risk. The numerical modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

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

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: See “Use of Proceeds” in the Offering Circular
- (ii) Estimated net proceeds: SEK 700,000,000

5. YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

6. OPERATIONAL INFORMATION

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| (i) | ISIN: | XS2952557499 |
| (ii) | Common Code: | 295255749 |
| (iii) | CFI: | DTVXFB as updated, 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 |
| (iv) | FISN: | HOIST FINANCE A/VAREMTN 20290305, as updated, 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 |
| (v) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vi) | Delivery: | Delivery against payment |
| (vii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (viii) | 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. |

7. DISTRIBUTION

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| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | Carnegie Investment Bank AB (publ) |

Nordea Bank Abp

- (iii) Stabilisation Manager(s) (if any): Not Applicable
- (iv) If non-syndicated, name of relevant Dealer: Not Applicable
- (v) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to EEA Retail Investors: Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Applicable
- (viii) Prohibition of Sales to Belgian Consumers: Applicable