

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 **PRIPs 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 PRIPs 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 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 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 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

20 February 2024

HOIST FINANCE AB (publ)

Legal entity identifier (LEI): 549300NPK3FB2BEL4D08

Issue of SEK 300,000,000 Floating Rate Tier 2 Capital Notes due May 2034

**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 22 June 2023 which as supplemented by the supplements to it dated 14 September 2023 and 9 February 2024, constitute 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: 13
(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 300,000,000
(b) Tranche: SEK 300,000,000
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 see Conditions): SEK 1,250,000
7. (a) Issue Date: 22 February 2024
(b) Interest Commencement Date: Issue Date
8. Maturity Date: Interest Payment Date falling in or nearest to May 2034
9. Interest Basis: 3 month STIBOR + 6.25 per cent. Floating Rate
(see paragraph 16 below)
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:	Issuer Call (see paragraph 19 below)
13.	(a) Status of the Notes:	Subordinated Notes
	(b) Date Board approval for issuance of Notes obtained:	12 December 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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 22 February, 22 May, 22 August and 22 November in each year, commencing on 22 May 2024, 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:	Applicable
	• 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):	+ 6.25 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

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| 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: | Applicable |
| | (a) Optional Redemption Date(s): | Any date from and including 22 February 2029 and ending on (and including) 22 May 2029 and any Interest Payment Date thereafter up to (but excluding) the Maturity Date |
| | (b) Optional Redemption Amount: | SEK 1,250,000 per Calculation Amount |
| | (c) If redeemable in part: | Not Applicable, as the Notes are not redeemable in part only |
| | (d) Notice periods: | Minimum period: 15 days
Maximum period: 30 days |
| 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: | Not 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

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| 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: 

20/2-24

Duly authorised

Max Ehrengren

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:
- Ba3 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 “Ba3” is judged to have speculative elements and are subject to substantial credit risk. The numerical modifier 3 indicates a ranking in the lower end of that 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 300,000,000

5. YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

6. OPERATIONAL INFORMATION

- (i) ISIN: XS2770005556

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| (ii) | Common Code: | 277000555 |
| (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 20340522, 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: | Nordea Bank Abp and Swedbank AB (publ) |
| (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 Applicable Investors:
- (viii) Prohibition of Sales to Belgian Applicable Consumers: