

FINAL TERMS

21 March 2024

HOIST FINANCE AB (publ)

Legal entity identifier (LEI): 549300NPK3FB2BEL4D08

Issue of SEK 250,000,000 Senior Preferred Floating Rate Notes due April 2027 (to be consolidated and form a single Series with the SEK 200,000,000 Senior Preferred Floating Rate Notes due April 2027, issued 12 January 2024 (the “Existing Notes”))

**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/>.

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| 1. | Issuer: | Hoist Finance AB (publ) |
| 2. | (a) Series Number: | 12 |
| | (b) Tranche Number: | 2 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | The Notes will be consolidated and form a single Series with the Existing Notes on the date that is 40 days after the Issue Date, as referred to in paragraph 27 below, which is expected to occur on or about 6 May 2024 (the “ Consolidation Date ”) |
| 3. | Specified Currency or Currencies: | Swedish Krona (“ SEK ”) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | SEK 450,000,000 |
| | (b) Tranche: | SEK 250,000,000 |
| 5. | Issue Price: | 101.371 per cent. of the Aggregate Nominal Amount plus accrued interest from 12 January 2024 |
| 6. | (a) Specified Denominations: | SEK 1,250,000 |

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| | (b) | Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): | SEK 1,250,000 |
| 7. | (a) | Issue Date: | 26 March 2024 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | Interest Payment Date falling in or nearest to April 2027 |
| 9. | | Interest Basis: | 3 month STIBOR + 3.75 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: | Change of Control Put

(see paragraph 23 below) |
| 13. | (a) | Status of the Notes: | Senior 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 12 January, 12 April, 12 July and 12 October in each year, commencing on 12 April 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):	+ 3.75 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:	Applicable
	Change of Control Redemption Amount:	SEK 1,262,500 per Calculation Amount
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

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

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| (b) | New Global Note: | No |
| 28. | Additional provisions applicable to Senior Preferred Notes: | Not Applicable |
| 29. | Substitution or variation: | Not 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: 

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.

The Tranche 1 Notes were admitted to trading on the Regulated Market of Euronext Dublin and admitted to listing on the official list of Euronext Dublin on 12 January 2024.

- (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:

Baa3 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 "Baa3" is judged to be of medium-grade and subject to moderate risk and as such may possess certain speculative characteristics. 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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its 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 252,285,034

5. YIELD (*Fixed Rate Notes only*)

Indication of yield: Not Applicable

6. OPERATIONAL INFORMATION

- (i) ISIN: Until the Notes are consolidated and form a single series with the Existing Notes on the Consolidation Date, XS2793369419
As of the Consolidation Date, XS2746114136
- (ii) Common Code: Until the Notes are consolidated and form a single series with the Existing Notes on the Consolidation Date, 279336941
As of the Consolidation Date, 274611413
- (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 20270412, 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

- (i) Method of distribution: Syndicated

- (ii) If syndicated, names of Managers: Arctic Securities AS
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: Not Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Not Applicable
- (viii) Prohibition of Sales to Belgian Consumers: Applicable