

## FINAL TERMS

**MIFID II product governance / Professional investors and ECPs 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 Directive 2014/65/EU (as amended, "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 dated 19 February 2019

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

Issue of NOK 400,000 000 Floating Rate Notes due July 2023 (to become immediately fungible and form a single series with the NOK 500,000,000 Floating Rate Notes due July 2023 issued on 11 January 2018, NOK 200,000,000 Floating Rate Notes due July 2023 issued on 20 June 2018, NOK 250,000,000 Floating Rate Notes due July 2023 issued on 3 July 2018 and the NOK 150,000,000 Floating Rate Notes due July 2023 issued on 24 September 2018)

Guaranteed by

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

**under the €30,000,000,000**

### **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 11 May 2017 and the supplemental Offering Circular dated 15 September 2017. These Final Terms contain the final terms of the Notes and must be read in conjunction with the Offering Circular dated 11 May 2018 and the supplemental Offering Circular dated 14 September 2018 and 4 December 2018, save in respect of the Conditions which are extracted from the Offering Circular dated 11 May 2017 and the supplemental Offering Circular dated 15 September 2017.

These Final Terms are available for viewing at [www.rns-pdf.londonstockexchange.com](http://www.rns-pdf.londonstockexchange.com)

1. (i) Issuer: Municipality Finance Plc (Kuntarahoitus Oyj)

- (ii) Guarantor: The Municipal Guarantee Board (Kuntien takauskeskus)
2. (i) Series Number: 016-18
- (ii) Tranche Number: 5
- (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible). The Notes will become immediately fungible and form a single series with the NOK 500,000,000 Floating Rate Notes due July 2023 issued on 11 January 2018, NOK 200,000,000 Floating Rate Notes due July 2023 issued on 20 June 2018, NOK 250,000,000 Floating Rate Notes due July 2023 issued on 3 July 2018 on the Issue Date and NOK 150,000,000 Floating Rate Notes due July 2023 issued on 24 September 2018 on the Issue Date.
3. Specified Currency or Currencies: Norwegian Kroner (“**NOK**”)
4. Aggregate Nominal Amount:
- (i) Series: NOK 1,500,000,000
- (ii) Tranche: NOK 400,000,000
5. (i) Issue Price: 106.45 per cent. of the Aggregate Nominal Amount plus accrued interest from 11 January 2019
6. (i) Specified Denominations: NOK 1,000,000
- (ii) Calculation Amount: NOK 1,000,000
7. (i) Issue Date: 21 February 2019
- (ii) Interest Commencement Date: 11 January 2019
8. Maturity Date: Interest Payment Date falling in or nearest to July 2023
9. Interest Basis: 3 month NIBOR + 1.50 per cent. Floating Rate (further particulars specified below)
10. Redemption/Payment Basis: Redemption at par
11. Change of Interest or Redemption/Payment Basis: Not Applicable

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| 12. | Put/Call Options:   | Not Applicable |
| 13. | (i) Status of the Notes:  | Senior         |
|     | (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**

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|-----|---|--|
| 15. | <b>Fixed Rate Note Provisions</b>   | Not Applicable   |
| 16. | <b>Floating Rate Note Provisions</b>  | Applicable   |
|     | (i) Interest Period:  | Not Applicable   |
|     | (ii) Specified Interest Payment Dates:  | Interest shall be payable quarterly in arrears on 11 January, 11 April, 11 July and 11 October in each year, commencing on 11 April 2019 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified below in (iii). |
|     | (iii) Business Day Convention:  | Modified Following Business Day Convention   |
|     | (iv) Business Centre(s):  | Oslo and TARGET  |
|     | (v) Manner in which the Rate(s) of Interest is/are to be determined:  | Screen Rate Determination  |
|     | (vi) Party responsible for calculating the Rate(s) Interest and Interest Amount(s) (if not the Fiscal Agent): | Danske Bank A/S shall be the Rate-Setting Agent in respect of the Notes  |
|     | (vii) Screen Rate Determination:  |  |
|     | • Reference Rate:   | 3 month NIBOR  |
|     | • Interest Determination Date(s):   | 12.00 noon on the second Oslo business day before the relevant Interest Period   |
|     | • Relevant Screen Page:   | Reuters page "OIBOR"   |

(viii)	ISDA Determination:	Not Applicable
(ix)	Linear Interpolation:	Not Applicable
(x)	Margin(s):	+ 1.50 per cent. per annum
(xi)	Minimum Rate of Interest:	0.00 per cent. per annum
(xii)	Maximum Rate of Interest:	Not Applicable
(xiii)	Day Count Fraction:	Actual/360
(iv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	<p>If no Reference Rate appears on the Relevant Screen Page on an Interest Determination Date, the Rating-Setting Agent will request appropriate quotations and will determine the arithmetic mean of the rates at which deposits in NOK are offered by four major banks in the Oslo interbank market, selected by the Rate-Setting Agent, at approximately 12.00 noon (Oslo time) on the Interest Determination Date to prime banks in the Oslo interbank market for a period of the duration of the relevant Interest Period and in an amount that is representative for a single transaction in the Oslo interbank market at the relevant time.</p>

If fewer than two rates are so quoted, the Rate-Setting Agent will determine the arithmetic mean of the rates quoted by four major banks in the Oslo interbank market, selected by the Rate-Setting Agent, at approximately 12.00 noon (Oslo time) on the first day of the relevant Interest Period for loans in NOK to leading Norwegian banks for a period of the duration of the relevant Interest Period and in an amount that is representative for a single transaction in the Oslo interbank market at the relevant time.

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
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|-----|---|--------------------------------------|
| 21. | <b>Put Option</b>                           | Not Applicable                       |
| 22. | <b>Final Redemption Amount of each Note</b> | NOK 1,000,000 per Calculation Amount |
| 23. | <b>Early Redemption Amount</b>              | Not Applicable                       |
- 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):

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

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|-----|---|---|
| 24. | <b>Form of Notes:</b>   | <b>VPS Notes:</b><br><br>VPS Notes issued in uncertificated book entry form |
| 25. | New Global Note:  | No  |
| 26. | Business Centre(s) or other special provisions relating to Payment Dates:   | Oslo  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No  |
| 28. | 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  |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 30. | Other terms or special conditions:  | Not Applicable  |

#### **DISTRIBUTION**

31. (i) If syndicated, names and address of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
32. If non-syndicated, name and address of Dealer: DNB Markets, part of DNB Bank ASA  
Dronning Eufemias gt 30  
N-0191 Oslo  
Norway
33. TEFRA: Not Applicable
34. 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 Regulated Market of the London Stock Exchange plc of the Notes described herein pursuant to the €30,000,000,000 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:   
.....  
Martin Svedholm  
Manager, Funding

By:   
.....  
Hannu-Pekka Ylimommo  
Legal Counsel

**SIGNED** on behalf of the Guarantor:

By:   
Heikki Niemeläinen  
CEO, Managing Director

## **PART B – OTHER INFORMATION**

### **1. LISTING**

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from 21 February 2019.

### **2. RATINGS**

Ratings: The Notes to be issued have been rated:

Moody's Investors Service Limited: Aa1

Standard & Poor's Credit Market Services Europe Limited: AA+

Each of Moody's Investors Service Limited and Standard & Poor's Credit Market Services Europe Limited is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended.

### **3. OPERATIONAL INFORMATION**

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.

ISIN Code: NO0010813884

Common Code: 1081388

FISN: MUNICIPALITY FI/VAR BD 20230711

CFI code:	DBVUFR
CUSIP No:	Not Applicable
Any clearing system(s) other than Euroclear, Clearstream, Lxeumbourg and DTC and the relevant identification number(s):	Verdipapirsentralen, Norway. VPS identification number: NO0010813884. The Issuer shall be entitled to obtain information from the register maintained by the VPS for the purposes of performing its obligations under the issue of VPS Notes.
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Danske Bank A/S 2-12 Holmens Kanal DK-1092 Copenhagen K Denmark