

## APPLICABLE FINAL TERMS

3 December 2021

MIFID II PRODUCT GOVERNANCE / TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds 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 Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (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 Covered Bonds (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA AND UNITED KINGDOM RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”) or 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 (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, 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 Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

**ÍSLANDBANKI HF.**

**Legal entity identifier (LEI): 549300PZMFIQR79Q0T97**

**Issue of ISK 7,580,000,000 Fixed Rate Inflation Linked Covered Bonds  
under the ISK 270,000,000,000  
Covered Bond Programme**

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Covered Bonds (the **Terms and Conditions**) set forth in the Base Prospectus dated 30 June 2021. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 8(2) of the Prospectus Regulation and must be read in conjunction with the Base Prospectus and any supplements if applicable which constitute a base prospectus for the purposes of the Prospectus Regulation. Full information on the Issuer, and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms, the Base Prospectus and any supplements, if applicable. Copies of said Base Prospectus and any supplements, if applicable, are available for viewing on the Issuer’s webpage, <https://www.islandsbanki.is/en/landing/about/investor-relations> and at the office of the Issuer at Hagasmári 3, 201 Kópavogur, Iceland.

<b>1. Issuer:</b>	Íslandsbanki hf.
<b>2.</b>	
i. Series Number:	12
ii. Tranche Number:	15
iii. Ticker:	ISB CBI 28
<b>3. Specified Currency or Currencies:</b>	ISK
<b>4. Aggregate Nominal Amount:</b>	
i. Series:	36,200,000,000
ii. Tranche:	7,580,000,000
<b>5. Issue Price:</b>	107.4566 per cent. of the Aggregate Nominal Amount
<b>6. Specified Denominations:</b>	20,000,000
<b>7.</b>	
i. Issue Date:	9 December 2021
ii. Interest Commencement Date:	Issue Date
<b>8.</b>	
i. Maturity Date:	11 August 2028
ii. Extended Maturity Date:	Applicable
	The Extended Maturity Date is 11 August 2031
<b>9.</b>	
i. Interest Basis to Maturity Date:	Inflation Linked Interest
ii. Interest Basis from Maturity Date to Extended Maturity Date:	Inflation Linked Interest
<b>10. Redemption/Payment Basis:</b>	Equal principal payments
i. Payment Basis:	Equal principal payments
ii. Instalment Amounts:	Equal principal instalment amounts
iii. Instalment Dates:	The 11 <sup>th</sup> day in the months of February and August each year up to and including the Maturity Date. First Instalment Date being 11 August 2019.

**11. Change of Interest Basis or Redemption/Payment Basis:** Not Applicable

**12. Call Option:** Not Applicable

**13. Status of the Covered Bonds:** Senior

**14. Approval for issuance of the Covered Bonds:**

Date of Board approval for issuance of Covered Bonds obtained: 14 January 2021

**15. Method of distribution:** Non-syndicated

#### **PROVISIONS RELATING TO INFLATION LINKED ANNUITY COVERED BONDS**

**16. Inflation Linked Annuity Covered Bonds:** Not Applicable

#### **PROVISIONS RELATING TO INFLATION LINKED EQUAL PRINCIPAL PAYMENT COVERED BONDS INCLUDING COVERED BONDS WITH ONE PAYMENT OF PRINCIPAL ON MATURITY DATE**

**17. Inflation Linked Equal Principal Payment Covered Bonds:** Applicable

- i. Rate(s) of Interest to Maturity Date: 2.20 per cent. per annum payable semi-annually in arrear
- ii. Rate(s) of Interest from Maturity Date to Extended Maturity Date: 2.70 per cent. per annum payable semi-annually in arrear
- iii. Number of Interest Payment Dates: 19
- iv. Interest Payment Date(s): The 11th day in the months of February and August in each year up to and including the Maturity Date. First Interest Payment Date being 11 August 2019.
- v. Number of Principal Payment Dates: 19
- vi. Principal Payment Date(s): The 11th day in the months of February and August in each year up to and including the Maturity Date. First Principal Payment Date being 11 August 2019.

- vii. Day Count Fraction: 30E/360
- viii. Principal Repayment(s): An amount calculated by the Issuer on each Principal Payment Date by multiplying the Principal Amount Outstanding on the Issue Date with the Index Ratio and dividing with the number of principal Payment Dates.
- ix. Interest Payment(s): Interest is calculated on each Interest Payment date as the Principal Amount Outstanding on each Interest Payment Date multiplied with the Rate of Interest and, the appropriate Day Count Fraction.
- x. Payments(s): On each Interest Payment Date the sum of the relevant Principal Repayment and the Interest Payment.
- xi. Calculation Agent: Issuer
- xii. Principal Amount Outstanding: On the relevant Interest Payment Date, the Principal Amount Outstanding is calculated based on the following formula:

$$PAO_t = (PAO_{t-1} - PR_{t-1}) \frac{IR_t}{IR_{t-1}}$$

where:

**PAO<sub>t</sub>** means the Principal Amount Outstanding on the relevant Interest Payment Date.

**PAO<sub>t-1</sub>** means the Principal Amount Outstanding on the preceding Interest Payment Date.

**PR<sub>t-1</sub>** means the Principal Repayment on the preceding Interest Payment Date.

**IR<sub>t</sub>** means the Index Ratio on the relevant Interest Payment Date.

**IR<sub>t-1</sub>** means the Index Ratio on the preceding Interest Payment Date (Issue Date for the first Interest Payment Date).

The value of the Index Ratio (**IR**) on the relevant Interest Payment Date shall be the value of the Reference Index (**RI**) applicable to the relevant

xiii. Index Ratio:

Interest Payment Date divided by the value of the Base Index (**BI**) as calculated by the Issuer:

$$IR = \frac{RI_t}{BI}$$

where:

**Reference Index** or  $RI_t$  means on each Interest Payment Date:

For each day in the calendar month and number RI rounded to 5 decimals:

$$RI = CP_{M-2} + \left[ \frac{d-1}{D} * (CP_{M-1} - CP_{M-2}) \right]$$

where:

$CP_{M-1}$  = CPI value published by Statistic Iceland in the month preceding month M

$CP_{M-2}$  = CPI value published by Statistic Iceland 2 months prior to month M

$d$  = the relevant calendar date

$D$  = number of calendar days in the relevant calendar month

Provided that if the Reference Index is lower than the Base Index, the Reference Index shall equal the Base Index.

And

**Base Index** means 463.26667 being the value of the CPI on 11 February 2019.

If at any time a new index is substituted for the CPI, as of the calendar month from and including that in which such substitution takes effect:

(i) the Reference Index shall be deemed to refer to the new index; and

(ii) the new Base Index shall be the product of the existing Base Index and the Reference Index immediately following such substitution, divided by the Reference Index immediately prior to such substitution.

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18. **Fixed Rate Covered Bond Provisions:** Not Applicable
19. **Floating Rate Covered Bond Provisions:** Not Applicable
20. **Zero Coupon Covered Bond Provisions:** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

21. **Issuer Call:** Not Applicable
22. **Final Redemption Amount of each Covered Bond:** Not Applicable

#### GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

23. **New Global Covered Bond:** No
24. **Form of Covered Bonds:** VS System Covered Bonds
25. **Additional Financial Centre(s) or other special provisions relating to Payment Days:** Not Applicable
26. **Talons for future Coupons or Receipts to be attached to definitive Covered Bonds (and dates on which such Talons mature):** No
27. **Details relating to Partly Paid Covered Bonds: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment:** Not Applicable

**28. Details relating to Instalment Covered Bonds:**

i. Instalment Amount(s): Not Applicable

ii. Instalment Date(s): Not Applicable

**29. Redenomination applicable:** Redenomination not applicable

**30. Other final terms:** Not Applicable

**DISTRIBUTION**

**31.**

i. If syndicated, names of Managers: Not Applicable

ii. Stabilising Manager (if any): Not applicable

**32. If non-syndicated, name of relevant Dealer:** Íslandsbanki hf.

**33. Additional selling restrictions:** Not Applicable

**LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Covered Bonds described herein pursuant to the ISK 270,000,000,000 Covered Bond Programme of Íslandsbanki hf.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

.....

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*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING

- |     |                       |   |
|-----|-----------------------|---|
| i.  | Listing:              | NASDAQ Iceland  |
| ii. | Admission to trading: | Application has been made for the Covered Bonds to be admitted to trading on Nasdaq Iceland with effect from the issue date |

### 2. RATING

Not Applicable

### 3. NOTIFICATION

Not Applicable

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the issue.

### 5. USE OF PROCEEDS, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- |      |                           |  |
|------|---------------------------|--|
| i.   | Use of proceeds:          | For general funding purposes of the Issuer |
| ii.  | Estimated net proceeds:   | ISK 2,271,286,103                          |
| iii. | Estimated total expenses: | ISK 135,500                                |

### 6. YIELD (*Fixed Rate Covered Bonds only*)

Indication of yield: 0.02%

### 7. HISTORIC INTEREST RATES (*Floating Rate Covered Bonds Only*)

Not Applicable

### 8. PERFORMANCE OF CPI, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING (*Inflation Linked Annuity Covered Bonds and Inflation Linked Equal Principal Payment Covered Bonds Only*)

The general cash-flow of the Covered Bonds is determined in real terms on the Issue Date. The nominal value of each future payment depends on the development of the CPI as demonstrated by the formula in paragraph 16 and 17 of Part A of this Final Terms.

Information about the CPI can be obtained from the website of Statistics of Iceland, <https://www.statice.is/statistics/economy/prices/consumer-price-index/>.



## 9. OPERATIONAL INFORMATION

- |       |   |                                 |
|-------|---|---------------------------------|
| i.    | ISIN Code:  | IS0000030948                    |
| ii.   | Common Code:  | 000003094                       |
| iii.  | CFI Code:   | D-B-F-S-F-R                     |
| iv.   | FISN Code:  | ISLANDSBANKI HF/2.2 BD 20280811 |
| v.    | Any clearing system(s) other than Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme and the relevant identification number(s): | Nasdaq CSD Iceland hf.          |
| 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:   | i. No                           |