

APPLICABLE FINAL TERMS

17 March 2023

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds 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**); (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 Regulation (EU) 2017/1129 (as amended, 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 Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds 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 Covered Bonds 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 (**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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the **EUWA**); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act, 2000 (as amended) (**FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, 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 domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors 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 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 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 MiFID II/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 manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

17 March 2023

ÍSLANDBANKI HF.

Legal entity identifier (LEI): 549300PZMFIQR79Q0T97

**Issue of ISK 2,200,000,000 Fixed Rate Inflation Linked Covered Bonds due August 2028
under the €2,500,000,000
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 8 April 2022. 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.

1. Issuer:	Íslandsbanki hf.
2.	
i. Series Number:	12
ii. Tranche Number:	18
iii. Series which Covered Bonds will be consolidated and form a single Series with:	ISB CBI 28
iv. Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above:	21 March 2023
v. Trade date:	14 March 2023
3. Specified Currency or Currencies:	ISK
4. Aggregate Nominal Amount:	
i. Series:	45,700,000,000
ii. Tranche:	2,200,000,000
5. Issue Price:	100.0866 per cent. of the Aggregate Nominal Amount

6. Specified Denominations:	20,000,000
7.	
i. Issue Date:	21 March 2023
ii. Interest Commencement Date:	Issue Date
8.	
i. Maturity Date:	11 August 2028
ii. Extended Maturity Date:	Applicable
	The Extended Maturity Date is 11 August 2031
9.	
i. Interest Basis to Maturity Date:	Inflation Linked Interest
ii. Interest Basis from Maturity Date to Extended Maturity Date:	Inflation Linked Interest
10. Redemption/Payment Basis:	Equal principal payments
i. Payment Basis:	Equal principal payments
ii. Instalment Amounts:	Equal principal instalment amounts
iii. Instalment Dates:	The 11 th 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. Approval for issuance of the Covered Bonds:	
Date of Board approval for issuance of Covered Bonds obtained:	30 November 2022
14. Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INFLATION LINKED ANNUITY COVERED BONDS

15. Inflation Linked Annuity Covered Bonds:	Not Applicable
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PROVISIONS RELATING TO INFLATION LINKED EQUAL PRINCIPAL PAYMENT COVERED BONDS INCLUDING COVERED BONDS WITH ONE PAYMENT OF PRINCIPAL ON MATURITY DATE

16. 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_t means the Principal Amount Outstanding on the relevant Interest Payment Date.

PAO_{t-1} means the Principal Amount Outstanding on the preceding Interest Payment Date.

PR_{t-1} means the Principal Repayment on the preceding Interest Payment Date.

IR_t means the Index Ratio on the relevant Interest Payment Date.

IR_{t-1} 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 Interest Payment Date divided by the value of the Base Index (**BI**) as calculated by the Issuer:

xiii. Index Ratio:

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

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

- | | |
|---|----------------|
| 17. Fixed Rate Covered Bond Provisions: | Not Applicable |
| 18. Floating Rate Covered Bond Provisions: | Not Applicable |
| 19. Zero Coupon Covered Bond Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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|--|----------------|
| 20. Issuer Call: | Not Applicable |
| 21. Final Redemption Amount of each Covered Bond: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

- | | |
|-------------------------------------|-------------------|
| 22. New Global Covered Bond: | No |
| 23. Form of Covered Bonds: | CSD Covered Bonds |

24. Additional Financial Centre(s) or other special provisions relating to Payment Days:	Not Applicable
25. Talons for future Coupons or Receipts to be attached to definitive Covered Bonds (and dates on which such Talons mature):	No
26. 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
27. Details relating to Instalment Covered Bonds:	
i. Instalment Amount(s):	Equal principal instalment amounts
ii. Instalment Date(s):	The 11 th day in the months of February and August each year up to and including the Maturity Date. First Instalment Date being 11 August 2019
28. Other final terms:	Not Applicable

DISTRIBUTION

29.	
i. If syndicated, names of Managers:	Not Applicable
ii. Stabilising Manager (if any):	Not applicable
30. If non-syndicated, name of relevant Dealer:	Íslandsbanki hf.
31. U.S. Selling Restrictions:	Reg S Category 2; TEFRA not applicable
32. Prohibition of Sales to EEA Retail Investors	Applicable
33. Prohibition of Sales to UK Retail Investors	Applicable
34. Relevant Benchmark:	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 €2,500,000,000 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:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

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|-----|-----------------------|---|
| 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

The Central Bank of Ireland has provided the Financial Supervisory Authority of the Central Bank of Iceland with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

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: | General corporate purposes |
| ii. | Estimated net proceeds: | ISK 1,585,061,938 |
| iii. | Estimated total expenses: | ISK 135,500 |

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

Indication of yield: 2.18%

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 **Error! Reference source not found.** and **Error! Reference source not found.** of Part A of this Final Terms.

Information about the CPI can be accessed free of charge on 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:	DBFSFR
iv.	FISN Code:	ISLANDSBANKI/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 branch
vi.	Delivery:	Delivery against payment
vii.	Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
viii.	CSD Agent	Íslandsbanki
ix.	Intended to be held in a manner which would allow Eurosystem eligibility:	No