

## FINAL TERMS

Bonum Bank Plc

EUR 50,000,000 Floating Rate Senior Preferred MREL Eligible Notes Due 22 April 2027

under the EUR 750,000,000 Programme for the Issuance of Senior Preferred MREL Eligible Notes

### Terms and Conditions

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Senior Preferred MREL Eligible 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 (the “**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 (“**MiFID II**”); (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 point e) of Article 2 of Regulation (EU) 2017/1129 (as amended) (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Senior Preferred MREL Eligible Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Senior Preferred MREL Eligible Notes 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 Senior Preferred MREL Eligible 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 (“**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 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “**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. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Senior Preferred MREL Eligible Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Senior Preferred MREL Eligible 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 ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Senior Preferred MREL Eligible Notes has led to the conclusion that: (i) the target market for the Senior Preferred MREL Eligible 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 Senior Preferred MREL Eligible Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Preferred MREL Eligible Notes (a “**distributor**”) should take into consideration the Lead Manager(s) target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Senior Preferred MREL Eligible Notes (by either adopting or refining the Lead Manager(s) target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Senior Preferred MREL Eligible Notes has led to the conclusion that: (i) the target market for the Senior Preferred MREL Eligible Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); or (ii) all channels for distribution of the Senior Preferred MREL Eligible Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Senior Preferred MREL Eligible Notes (a “**distributor**”) should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Senior Preferred MREL Eligible Notes (by either

adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

These Final Terms have been drawn in accordance with the Prospectus Regulation (EU) 2017/1129 and they are to be read together with the Base Prospectus regarding programme for the Issuance of Senior Preferred MREL Eligible Notes by Bonum Bank Plc (the “**Issuer**”) dated 7 October 2021 and the supplement to it dated 1 March 2022 (the “**Base Prospectus**”) (the “**Programme**”). Unless otherwise stated in these Final Terms, the General Terms and Conditions of the Programme shall apply.

The complete information regarding the Issuer and the Senior Preferred MREL Eligible Notes can be found in the Base Prospectus, including documents incorporated into it by reference, and in these Final Terms.

The Base Prospectus , the supplement dated 1 March 2022 and the Final Terms are available at the web page of the Issuer at <https://www.poppankki.fi/en/pop-pankki-ryhma/bonum-bank-plc/investor-relations> and at request from the Issuer or at the subscription places mentioned in the Final Terms.

**EVEN THOUGH THE AMOUNT TO BE REPAID IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SENIOR PREFERRED MREL ELIGIBLE NOTES IS THE NOMINAL VALUE OF THE SENIOR PREFERRED MREL ELIGIBLE NOTES, THE INVESTOR MAY LOSE PART OF THE SUBSCRIPTION PRICE, IF THE SENIOR PREFERRED MREL ELIGIBLE NOTES ARE SUBSCRIBED ABOVE NOMINAL VALUE AND THE AMOUNT OF THE SUBSCRIPTION FEE, IF APPLICABLE.**

Name and number of the Series of Notes:	Bonum Bank Plc’s Note Issue 2/2022
Notes and their form:	Senior Preferred MREL Eligible Notes
Tranche number:	1
Lead Manager(s):	Nordea Bank Abp Satamaradankatu 5 FI-00020 NORDEA, Helsinki, Finland
Subscription place(s) of this Tranche of Notes:	Not applicable
Issuer Agent and Paying Agent:	Nordea Bank Abp 2548 Asset Services Global FI Aleksis Kiven katu 3-5, VC 210 FI-00020 NORDEA, Helsinki, Finland Sähköposti: <a href="mailto:custody.thy@nordea.com">custody.thy@nordea.com</a>
Calculation Agent	Nordea Bank Abp 2548 Asset Services Global FI Aleksis Kiven katu 3-5, VC 210 FI-00020 NORDEA, Helsinki, Finland Sähköposti: <a href="mailto:custody.thy@nordea.com">custody.thy@nordea.com</a>
Interests of the Lead Manager(s)/other subscription place/other parties taking part in the issue:	The customary sector connected commercial interest
Principal and currency of the Senior Preferred MREL Eligible Notes:	EUR 50,000,000
Calculation Amount:	EUR 100,000
Number of book-entry units:	500

Priority of the notes:	The Senior Preferred MREL Eligible Notes constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer which will at all times rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) <i>pari passu</i> with all other present or future unsecured and unsubordinated obligations of the Issuer.
Form of the notes:	Book-entry securities of Euroclear Finland's Infinity book-entry security system
Denomination of book-entry unit:	EUR 100,000
The minimum amount of Senior Preferred MREL Eligible Notes to be offered for subscription:	EUR 100,000
Subscription fee:	The Lead Manager does not charge the costs related to issuing the Senior Preferred MREL Eligible Notes from the Noteholders.
Payment of subscription:	Subscriptions shall be paid for as instructed in connection with the subscription.
Issue date:	22 April 2022
Issue price:	The issue price is fixed: 100 per cent.
Amount and manner of redemption:	<p>The nominal amount of principal of the Senior Preferred MREL Eligible Note</p> <p>The Senior Preferred MREL Eligible Notes will be repaid in one instalment on the Maturity Date or the Optional Redemption Date (in case the Issuer has redeemed the Senior Preferred MREL Eligible Notes on the Optional Redemption Date in accordance with Condition 4.3).</p>
Maturity Date:	22 April 2027
Interest basis:	<p>In respect of the period from (and including) the Issue Date to (but excluding) the Maturity Date or the Optional Redemption Date (in case the Issuer has redeemed the Senior Preferred MREL Eligible Notes on the Optional Redemption Date in accordance with Condition 4.3):</p> <p>EURIBOR of 12 months + 1.25 per cent.</p>
Fixed rate provisions:	Not Applicable
Floating rate provisions:	<p>Applicable</p> <p>EURIBOR of 12 months</p>

	Margin 1.25 per cent.
	Interest payment date(s): 22 April each year commencing on 22 April 2023 until the Maturity Date or the Optional Redemption Date (in case the Issuer has redeemed the Senior Preferred MREL Eligible Notes on the Optional Redemption Date in accordance with Condition 4.3).
	Day Count Fraction: Actual/360
	Minimum/maximum amount of interest: Applicable. Minimum amount of interest is 0 per cent per annum.
	Business day convention: Modified Following, Adjusted
Zero coupon notes:	Not applicable
Business day:	A day on which Helsinki and TARGET2 is operating.
Issuer Call:	Applicable
(i) Optional Redemption Date(s):	22 April 2026
(ii) Redeemable in part:	Not Applicable
(iii) Early Redemption Amount:	100 per cent of the relevant proportion of the outstanding principal amount being redeemed
(iv) Notice periods:	Minimum period: 7 days Maximum period: 30 days
Delivery of book-entry securities:	The time when the book-entry securities are recorded in the book-entry security accounts specified by the subscribers is estimated to be 22 April 2022
Relevant benchmark:	EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of the Benchmark Regulation.
ISIN code of the Series of Notes:	FI4000522438

## Other Information

This information of the Series of Notes is presented in connection with the issue of each Tranche of Notes under the same Series of Notes.

Decisions and authority based on which Senior Preferred MREL Eligible Notes are issued:	Based on the resolution of the Issuer's board or directors dated on 8 April 2022.
Subscription period:	13 April 2022
Condition for executing the issue:	Not applicable
Yield:	Not applicable
An estimate of the principal accruing to the Issuer under the Senior Preferred MREL Eligible Notes and the planned use of proceeds:	100 per cent of the principal of the Senior Preferred MREL Eligible Notes, at maximum. The Senior Preferred MREL Eligible Notes are a part of the funding of the Issuer.
Credit rating of the Senior Preferred MREL Eligible Notes:	Not Applicable
Listing:	Shall be applied for listing on the Helsinki Stock Exchange
Estimated time of listing:	April 2022

In Espoo, on 13 April 2022

BONUM BANK PLC



Timo Hulkko  
Deputy CEO



Lassi Vepsäläinen  
Development Director