

**EU 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 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, "**EU 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 manufacturer's target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

### **Final Terms dated 6 February 2023**

#### **STATNETT SF**

Issue of SEK 3,100,000,000 3.540 per cent. Green Fixed Rate Notes due 8 February 2028

under the

**€4,000,000,000**

**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 (the "**Conditions**") set forth in the Base Prospectus dated 19 May 2022 which constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information.

This document constitutes the Final Terms relating to the issue of Notes described herein for the purposes of the Prospectus Regulation. The Base Prospectus as well as these Final terms have been published on the website of Euronext Dublin at <https://www.euronext.com/en/markets/dublin>.

The expression "**Prospectus Regulation**" means Regulation 2017/1129.

1. (i) Series Number: 51
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single series: Not Applicable

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2. Specified Currency or Currencies:  
(Condition 1.12) Swedish Kronor (“**SEK**”)
3. Aggregate Nominal Amount:
- (i) Series: SEK 3,100,000,000
- (ii) Tranche: SEK 3,100,000,000
4. Issue Price: 100.000 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations:  
(Condition 1.9, 1.10 or 1.11) SEK 2,000,000
- (In the case of Registered Notes, this means the minimum integral amount in which transfers can be made)
- (ii) Calculation Amount: SEK 2,000,000
6. (i) Issue Date: 8 February 2023
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date:  
(Condition 6.1) 8 February 2028
8. Interest Basis: 3.540 per cent. Fixed Rate
- (further particulars specified below at item 13)
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at the Maturity Redemption Amount
10. Change of Interest Basis: Not Applicable
11. Put/Call Options:  
(Conditions 6.3, 6.6 and 6.7) Investor Put - Change of Control
12. Date Board approval for issuance of Notes obtained: 24 November 2022

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE (Condition 5)**

13. **Fixed Rate Note Provisions**      Applicable
- (i)    Rate of Interest:            3.540 per cent. per annum payable in arrear on each Interest Payment Date
  - (ii)   Interest Payment Date(s):        8 February in each year, commencing on 8 February 2024 up to and including the Maturity Date; not adjusted
  - (iii)   Fixed Coupon Amount:            SEK 70,800 per Calculation Amount
  - (iv)   Broken Amount(s):            Not Applicable
  - (v)    Day Count Fraction:            30/360
  - (vi)   Determination Dates:          Not Applicable
14. **Floating Rate Note Provisions**            Not Applicable
15. **Zero Coupon Note Provisions**            Not Applicable  
(Condition 5.10)

**PROVISIONS RELATING TO REDEMPTION (Condition 6)**

16. **Call Option**                                    Not Applicable  
(Condition 6.3)
17. **Put Option**                                    Applicable  
(Condition 6.6)
- (i)    Put Date(s):                    In accordance with Condition 6.6
  - (ii)   Early Termination Amount(s) per Calculation Amount:    SEK 2,000,000 per Calculation Amount together with accrued interest (if any) up to, but excluding, the Put Date(s)
  - (iii)   Notice Period:                15 Business Days, as set out in the redemption notice to Holders pursuant to Condition 6.7
18. **Final Redemption Amount of each Note**            SEK 2,000,000 per Calculation Amount  
(Condition 6.1)
- (i)    Maturity Redemption Amount                                    SEK 2,000,000 per Calculation Amount

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## 19. Early Redemption Amount

- |      |   |                                      |
|------|---|--------------------------------------|
| (i)  | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption | SEK 2,000,000 per Calculation Amount |
| (ii) | Date after which changes in law etc. entitle Issuer to redeem:  | Issue Date                           |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |   |   |
|---|---|
| 20. Form of Notes:  | <b>Bearer Notes</b>   |
|   | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 21. New Global Note:  | No  |
| 22. Additional Financial Centre(s) or other special provisions relating to payment dates:                             | Oslo, Stockholm and TARGET  |
| 23. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No  |

Signed on behalf of the Issuer:

By:

Duly authorised

  
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CATHRINE LUND LARSEN  
CFO

  
Petter Erevik  
Director of Finance

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

### 2. RATINGS

The issuance of Notes itself has not been rated

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

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in future engage, in investment banking activities and or/commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. YIELD

Indication of yield: 3.540 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price, it is not an indication of future yield.

### 5. HISTORIC INTEREST RATES

Not Applicable

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: XS2582544818
- (ii) Common Code: 258254481
- (iii) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sources from the responsible National Numbering Agency that assigned the ISIN

- (iv) CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sources from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. 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) If issued in Registered Form:  
Registrar: Not Applicable  
(Condition 2.2)
- (ix) 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. REASONS FOR THE OFFER

To finance investment in Green Projects meeting the Eligibility Criteria.

“**Green Projects**” means projects and activities that promote climate friendly and other environmental purposes.

“**Eligibility Criteria**” means the criteria set out in the Issuer’s Green Bond Framework (available on the Issuer’s website at <http://www.statnett.no/en/investor-relations/>).

## 8. THIRD PARTY INFORMATION

Not Applicable

## 9. DISTRIBUTION

- |        |  |  |
|--------|--|--|
| (i)    | Method of Distribution:                        | Non-syndicated   |
| (ii)   | Date of Subscription Agreement:                | Not Applicable   |
| (iii)  | Stabilisation Manager(s) (if any):             | Not Applicable   |
| (iv)   | If non-syndicated, name and address of Dealer: | Nordea Bank Abp<br>Satamaradankatu 5<br>00020 Nordea<br>Helsinki Finland |
| (v)    | U.S. Selling Restrictions:                     | Reg. S Compliance Category 2; TEFRA D                                    |
| (vi)   | Relevant Benchmark:                            | Not Applicable   |
| (vii)  | Prohibition of Sales to EEA Retail Investors:  | Not Applicable   |
| (viii) | Prohibition of Sales to UK Retail Investors:   | Not Applicable   |
| (ix)   | Prohibition of sales to Belgian Consumers:     | Applicable   |

## 10. ADDITIONAL PROVISIONS RELATING TO GREEN BONDS

Green Bonds: Yes

Reviewer(s): CICERO Shades of Green AS has provided a second opinion on the Issuer's Green Bond Framework dated December 2018

Date of Third Party Opinion(s): 31 January 2019

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