

**FINAL TERMS OF THE SENIOR PREFERRED MREL ELIGIBLE NOTES S-BANK PLC EUR 170,000,000 Senior Preferred MREL Eligible Notes Due 2025 under the EUR 1,500,000,000 Programme for the Issuance of Senior Preferred MREL Eligible Notes and Covered Bonds**

**Terms and Conditions**

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The 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 Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the 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 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 UK domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA which were relied on immediately before exit day 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 European Union (Withdrawal) Act 2018. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the 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 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 MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate and (iii) the negative target market for the Notes is clients that seek full capital protection or full repayment of the amount invested, are fully risk averse/have no risk tolerance or need a fully guaranteed income or fully predictable return profile. Any person subsequently offering, selling or recommending the 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 Notes (by either adopting or refining the Lead Manager(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 Notes by S-Bank Plc (the “**Issuer**”) dated 21 December 2020 and the supplement to it dated 16 September 2021 (the “**Base Prospectus**”) (the “**Programme**”). The General Terms and Conditions of the Programme shall apply to these Final Terms.



The complete information regarding the Issuer and the 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 16 September 2021 and the Final Terms are available at the web page of S-Bank Plc at <https://www.s-pankki.fi/investors> and at request from S-Bank Plc or at the subscription places mentioned in the Final Terms.

**EVEN THOUGH THE AMOUNT TO BE REPAYED IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE NOTES IS THE NOMINAL VALUE OF THE NOTES, THE INVESTOR MAY LOSE PART OF THE SUBSCRIPTION PRICE, IF THE NOTES ARE SUBSCRIBED ABOVE NOMINAL VALUE.**

Name and number of the Series of Notes:	S-Bank Plc's Senior Preferred MREL Eligible Notes 1/2021
Notes and their form:	Senior Preferred MREL Eligible Notes
Tranche number:	Tranche 2
Date on which the Notes become fungible:	The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the Tranche 1 on 8 June 2022.
Lead Manager(s):	Danske Bank A/S, c/o Danske Bank, Finland Branch, Kasarmikatu 21 B, 00310 Helsinki
Subscription place(s) of this Series of Notes:	Not applicable
Issuer Agent and Paying Agent:	Danske Bank A/S, c/o Danske Bank, Finland Branch, Kasarmikatu 21 B, 00310 Helsinki
Calculation Agent:	The Issuer acts as the calculation agent
Interests of the Arranger/Lead Manager(s)/other subscription place/other parties taking part in the issue:	The customary sector connected commercial interest
Principal and currency of the Notes:	EUR 50,000,000
Number of book-entry units:	500
Priority of the Notes:	Same as with other unsecured liabilities of the Issuer
Form of the Notes:	Book-entry securities of Euroclear Finland's Infinity book-entry security system
Denomination of book-entry unit:	100,000
The minimum amount of Notes to be offered for subscription:	100,000
Payment of subscription:	Subscriptions shall be paid for as instructed in connection with the subscription
Issue date:	8 June 2022
Issue price:	The issue price is fixed: 98.595 per cent
Amount and manner of redemption:	The nominal amount of principal of the Note  The Notes will be repaid in one instalment
Issuer Call:	Not Applicable  <i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>

Maturity Date:	4 April 2025
Extended Final Maturity:	Not applicable
Interest:	Condition 8.2 (Floating reference interest rate):  EURIBOR of 3 months  Margin 75bps  Quarterly on 4 January, 4 April, 4 July, 4 October commencing on 8 of June 2022, until Maturity Date in arrears
Day Count Fraction	Actual/360
Minimum/maximum amount of interest:	Not applicable
Business Day convention:	Modified Following
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 8 June 2022
Relevant benchmark[s]:	The administrator of EURIBOR is the European Money Market Institute (EMMI). EMMI is registered in the register of administrators and benchmarks maintained by European Securities and Market Authority (ESMA) pursuant to Article 36 of the Regulation (EU) no 2016/1011 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the Benchmarks Regulation).
LEI Code of the Issuer:	743700FTBNXAUN57RH30
ISIN Code of the Series of the Notes:	FI4000512058
Extended Final Maturity Interest Provisions:	Not applicable
<b>Other information</b>	
This information of the Tranche of the Notes is presented in connection with the issue of each Tranche of Notes.	
Decision and authority based on which Notes are issued:	Based on the resolution of the Issuer's Board of Directors dated on 2 May 2022
Subscription period:	1 June 2022
Condition for executing the issue:	Not applicable
Yield:	The effective interest yield to the investor on the issue date, when the issue price is 98.595 per cent, is three (3) months' EURIBOR plus 1.25 per cent

Estimated net amount of the proceeds:	EUR 49,236,361.11.
Credit rating of the Notes:	The Notes are expected to be rated BBB by S&P
Listing:	Shall be applied for listing on the Helsinki Stock Exchange
Use of Proceeds:	Execution of the Issuer's growth strategy and general corporate purposes
Estimated time of listing:	10 June 2022
<p>In Helsinki, on 2 June 2022</p> <p>S-BANK PLC</p> <div style="display: flex; justify-content: space-around; align-items: flex-start;"> <div style="text-align: center;"> <p>DocuSigned by:</p>  <p>D53E6352D0C0438...</p> <p>Eero Saloranta</p> </div> <div style="text-align: center;"> <p>DocuSigned by:</p>  <p>9F3E7EEDEC44A7...</p> <p>Tuovi Iivanainen</p> </div> </div>	