

10 January 2025

ARION BANK HF

Legal Entity Identifier (LEI): RIL4VBPDB0M7Z3KXSF19

**Issue of NOK 350,000,000 Senior Preferred Floating Rate Notes due January 2028
under the €3,000,000,000
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 set forth in the Base Prospectus dated 7 November 2024 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the Bank's website (<https://www.arionbanki.is/english/about-us/investor-relations/debt-investors/funding-programmes-and-prospectuses/#Tab1>).

1.
 - (a) Series Number: 43
 - (b) Tranche Number: 1
 - (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
2. Specified Currency or Currencies: Norwegian Krone (“**NOK**”)
3. Aggregate Nominal Amount:
 - (a) Series: NOK 350,000,000
 - (b) Tranche: NOK 350,000,000
4. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
5.
 - (a) Specified Denominations: NOK 2,000,000 and integral multiples of NOK 1,000,000 in excess thereof up to and including NOK 3,000,000. No Notes in definitive form will be issued with a denomination above NOK 3,000,000.
 - (b) Calculation Amount (in relation to calculation of interest in global form or Registered definitive form see Conditions): NOK 1,000,000
6.
 - (a) Issue Date: 14 January 2025

	(b)	Interest Date:	Commencement	Issue Date
7.		Maturity Date:		Interest Payment Date falling in or nearest to January 2028
8.		Interest Basis:		3 month NIIBOR + 1.11 per cent. Floating Rate (see paragraph 16 below)
9.		Redemption/Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
10.		Change of Interest Basis:		Not Applicable
11.		Call Options:		Not Applicable
12.		Status of Notes:		Senior Preferred
	(i)	Unrestricted Default:	Events of	Not Applicable – Condition 9.2 applies

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13.		Fixed Rate Note Provisions		Not Applicable
14.		Inflation Linked Amortising Notes:		Not Applicable
15.		Fixed Reset Provisions:		Not Applicable
16.		Floating Rate Note Provisions:		Applicable
	(a)	Specified Period(s)/Specified Interest Payment Dates:		14 January, 14 April, 14 July and 14 October in each year, commencing on 14 April 2025 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (b) below
	(b)	Business Day Convention:		Modified Following Business Day Convention
	(c)	Additional Business Centre(s):		T2
	(d)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Fiscal Agent):		Not Applicable
	(e)	Screen Rate Determination:		
		(i) Reference Rate:		3 month NIBOR

(ii)	Interest Determination Date(s):	The second Oslo, business day prior to the start of each Interest Period
(iii)	Relevant Screen Page:	Refinitiv's OIBOR page
(iv)	Observation Method:	Not Applicable
(v)	Observation Look-Back Period:	Not Applicable
(vi)	Index Determination:	Not Applicable
(vii)	Specified Time:	Not Applicable
(f)	Linear Interpolation:	Not Applicable
(g)	Margin(s):	+ 1.11 per cent. per annum
(h)	Minimum Rate of Interest:	Not Applicable
(i)	Maximum Rate of Interest:	Not Applicable
(j)	Day Count Fraction:	Actual/360
17.	Zero Coupon Note Provisions:	Not Applicable
18.	Inflation Linked Notes:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	Issuer Call:	Not Applicable
20.	Issuer Residual Call:	Not Applicable
21.	Redemption upon the occurrence of a MREL Disqualification Event	Not Applicable
22.	Final Redemption Amount:	NOK 1,000,000 per Calculation Amount
23.	Early Redemption Amount payable on redemption for taxation reasons, upon the occurrence of a Capital Event or a MREL Disqualification Event or following an Event of Default:	NOK 1,000,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	
(a)	Form:	Bearer Notes:

Temporary Global Note exchangeable for a
Permanent Global Note which is exchangeable for
Definitive Notes upon an Exchange Event

- (b) New Global Note: No
25. Additional Financial Centre(s): T2
26. Talons for future Coupons to be No
attached to Definitive Notes:

THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of **ARION BANK HF.:**

By: 

Duly authorised

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading Application has been made by the Bank (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange's regulated market and listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 2,375

2. RATINGS

Ratings:

The Notes to be issued will not be rated.

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

Save for any fees payable to the Dealer, so far as the Bank is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Bank and its affiliates in the ordinary course of business.

4. USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: See "Use of Proceeds" in the Base Prospectus
- (ii) Estimated net proceeds: NOK 349,125,000

5. YIELD

Indication of yield: Not Applicable

6. PERFORMANCE OF FORMULA/CPI, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Not Applicable

7. OPERATIONAL INFORMATION

- (i) ISIN: XS2978439235
- (ii) Common Code: 2978439235
- (iii) CFI Code: DTVXFB, as updated, as set out on the website of the Association of National Numbering Agencies

- (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (iv) FISN: ARION BANKI HF/VAREMTN 20280114, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (v) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any) or, in the case of ISD Notes, the ISD Agent: Not Applicable
- (viii) 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 European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

8. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilisation Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of relevant Dealer: Nordea Bank Abp
- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

- (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
- (x) Relevant Benchmark: NIBOR is provided by Norske Finansielle Referanser AS. As at the date hereof, Norske Finansielle Referanser AS appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) No. 2016/1011 (as amended, the **EU Benchmarks Regulation**)