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The Mortgage Society of Finland considers issuance of new notes and announces tender offer for its outstanding notes maturing in March 2026

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The Mortgage Society of Finland

Inside Information

Helsinki 9 September 2025 12:15 p.m.

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The Mortgage Society of Finland announces its intention to issue a series of new euro-denominated covered bonds (the "**New Notes**"). At the same time, the Mortgage Society of Finland also invites today the holders of the EUR 450,000,000 0.5 per cent covered bonds with the maturity date of 13 March 2026 (ISIN code FI4000375092) issued by the Mortgage Society of Finland in two tranches on 13 March 2019 and 26 April 2022 (the "**Notes**") to tender their Notes for cash on the terms and conditions set out in the tender offer memorandum dated 9 September 2025 (the "**Tender Offer Memorandum**") (the "**Tender Offer**").

Holders of the Notes (the "**Noteholders**") are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in, the Tender Offer. The Tender Offer Memorandum is available from the dealer manager.

Pursuant to the Tender Offer, the Mortgage Society of Finland proposes to accept for purchase an aggregate principal amount of Notes validly tendered in the Tender Offer of up to EUR 150 million. The Mortgage Society of Finland however reserves the right, in its sole discretion, to decide on the acceptance for purchase of the Notes, including not to accept any purchase of the Notes. Whether the Mortgage Society of Finland will accept for purchase any Notes validly tendered in the Tender Offer is subject, without limitation, to the completion of the issue of the New Notes (the "**New Issue Condition**"). Subject to the satisfaction or waiver of the New Issue Condition, if the Mortgage Society of Finland decides to accept for purchase valid tenders of Notes pursuant to the Tender Offer and the aggregate principal amount of Notes validly tendered pursuant to the Tender Offer is greater than the amount subject to the Tender Offer, the Mortgage Society of Finland intends to accept such Notes for purchase on a pro rata basis.

The purchase price in respect of the Notes will be determined at or around 2:00 p.m. Finnish time on 16 September 2025 (the "**Pricing Time**") in the manner described in the Tender Offer Memorandum by reference to the sum (such sum, the "**Purchase Yield**") of a purchase spread of 8 basis points (the "**Purchase Spread**") and the Interpolated Rate.

The Tender Offer period begins on 9 September 2025 and closes at 4:00 p.m. Finnish time on 15 September 2025. The final tender offer results will be announced as soon as reasonably practicable after the Pricing Time on 16 September 2025. The settlement date is expected to be 18 September 2025, subject to the completion or waiver of the New Issue Condition.

If any Noteholder wishes to subscribe for New Notes, it must make a separate application to subscribe for such New Notes to any of the joint lead managers of the issue of the New Notes. Danske Bank A/S, Erste Group Bank AG and Nordea Bank Abp act as joint lead managers for the issue of the New Notes.

Danske Bank A/S acts as dealer manager for the Tender Offer and Danske Bank A/S, Finland Branch acts as tender agent for the Tender Offer. Information in respect of the Tender Offer may be obtained from Danske Bank A/S, email:

liabilitymanagement@danskebank.dk / tel. +45 33 64 88 51 and Danske Bank A/S, Finland Branch, email:

liabilitymanagement@danskebank.dk / tel. +45 33 64 88 51.

For further information, please contact:

Outi Wasenius, Head of Treasury, Tel. +358 44 3491 433

Important Information

The distribution of this release and the invitation to tender the outstanding Notes is prohibited by law in certain countries. Persons into whose possession this release and/or the Tender Offer Memorandum may come are required to inform themselves about and comply with such restrictions. Neither this release nor the Tender Offer Memorandum may be distributed or published in any country or jurisdiction if to do so would constitute a violation of the relevant laws of such jurisdiction or would require actions under the laws of a state or jurisdiction, including the United States, Australia, Canada, Japan, Hong Kong, Singapore and South Africa. The information contained herein or in the Tender Offer Memorandum shall not constitute an offer to sell or tender, or a solicitation of an offer to buy or sell the Notes to any persons in any jurisdiction in which such offer, solicitation or sale or tender would be unlawful. In those jurisdictions where the securities, investor protection or other laws require the Tender Offer to be made by a licensed broker or dealer and the dealer manager or any of the dealer manager's affiliates is such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by the dealer manager or its affiliate, as the case may be, on behalf of the Mortgage Society of Finland in such jurisdiction.

United States: The Tender Offer is not being made, and will not be made, directly or indirectly in or into, and cannot be accepted, directly or indirectly, from, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S under the Securities Act). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by, or by any person acting for the account or benefit of, a U.S. Person. Accordingly, copies of this release, Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly mailed or otherwise sent, transmitted, distributed or forwarded (including, without limitation, by custodians, nominees, trustees or agents) in, into or from the United States or to any persons located or resident in the United States or to any U.S. Person and persons receiving this release or the Tender Offer Memorandum must not mail, send, transmit, distribute or forward it or any other documents or materials relating to the Tender Offer in, into or from the United States. Any person accepting the Tender Offer shall be deemed to represent to the Mortgage Society of Finland such person's compliance with these restrictions. Any purported acceptance of Notes in the Tender Offer resulting directly or indirectly from a breach or violation of these restrictions will be invalid and any purported tender of Notes made by, or by any person acting for the account or benefit of, a U.S. Person or by a person located in the United States or any agent, fiduciary or other intermediary acting on a nondiscretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

United Kingdom: The communication of this release, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Neither this release nor the Tender Offer Memorandum constitute an offer of securities to the public in the United Kingdom. This release and the Tender Offer Memorandum may only be distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "**relevant persons**"). Any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this release, the Tender Offer Memorandum or any of their respective contents.

Nothing in this release constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. The New Notes are not being, and will not be, offered or sold in the United States. The New Notes may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act).

Contacts

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About Suomen Hypoteekkiyhdistys

The Mortgage Society of Finland Group is the only nationwide expert organization specialized in home financing and housing in Finland. Hypo Group grants mortgages as well as renovation loans and consumer loans, both secured by residential property collateral, for first-time and other homebuyers. Hypo Group continuously develops new ways and models for housing and home financing.

Read more: www.hypo.fi

Attachments

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