

## APPLICABLE FINAL TERMS

**PROHIBITION OF SALES TO EEA AND 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 European Economic Area (the **EEA**) or in the United Kingdom (the **UK**). 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 (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97, 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 Directive (EU) 2017/1129 (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 or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the 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. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers’ 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 manufacturers’ target market assessment) and determining appropriate distribution channels.

25 May 2020

**Kojamo plc**

**Legal Entity Identifier (LEI): 7437007YPUOQZ8OV1R42**

**Issue of EUR 500,000,000 1.875 per cent. Notes due 27 May 2027  
under the EUR 2,500,000,000  
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 Terms and Conditions of the Notes (the **Conditions**) set forth in the Base Prospectus dated 20 March 2020 and the supplement to it dated 18 May 2020 which together 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 website of the Irish Stock Exchange plc trading as Euronext Dublin (**Euronext Dublin**) at [www.ise.ie](http://www.ise.ie).

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| 1. Issuer:   | Kojamo plc                                       |
| 2. (a) Series Number:  | 1  |
| (b) Tranche Number:  | 1  |
| (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable                                   |
| 3. Specified Currency or Currencies:                                       | Euro ( <b>EUR</b> )                              |
| 4. Aggregate Nominal Amount:   |  |
| (a) Series:  | EUR 500,000,000                                  |
| (b) Tranche:   | EUR 500,000,000                                  |
| 5. Issue Price:  | 99.185 per cent. of the Aggregate Nominal Amount |

## EXECUTION VERSION

6. (a) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000.
- (b) Calculation Amount (in relation to calculation of interest on Notes in global form see Conditions): EUR 1,000
7. (a) Issue Date: 27 May 2020
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 27 May 2027
9. Interest Basis: 1.875 per cent. Fixed Rate  
(see paragraph 14 below)
10. Redemption Basis: 100 per cent. of their nominal amount
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Issuer Call  
Issuer Par Call  
Change of Control Put  
Clean-up Call  
(see paragraphs 18, 19, 21, 22 below)
13. (a) Status of the Notes: Senior
- (b) Date Board approval for issuance of Notes obtained: 7 May 2020

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 1.875 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 27 May in each year commencing 27 May 2021 up to and including the Maturity Date
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): EUR 18.75 per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): Not Applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 27 May in each year
15. Floating Rate Note Provisions: Not Applicable
16. Zero Coupon Note Provisions: Not Applicable

### PROVISIONS RELATING TO REDEMPTION

17. Notice periods for Condition 7.2: Minimum period: 10 days  
Maximum period: 60 days
18. Issuer Call: Applicable
- (a) Optional Redemption Date(s): Any date from (and including) the Issue Date to (but excluding) 27 February 2027
- (b) Optional Redemption Amount: Make-whole Amount

## EXECUTION VERSION

(A) Reference Bond	DBR 0.25% due 15 February 2027 (ISIN: DE0001102416)
(B) Redemption Margin	+ 0.40 per cent.
(C) Quotation Time	11.00 CET
(c) If redeemable in part:	Applicable
i. Minimum Redemption Amount:	EUR 30,000,000
ii. Maximum Redemption Amount:	EUR 500,000,000
(d) Notice periods:	Minimum period: 10 days Maximum period: 60 days
19. Issuer Par Call:	Applicable
(a) Par Call Period:	From (and including 27 February 2027) (the <b>Par Call Period Commencement Date</b> ) to (but excluding) the Maturity Date
(b) Notice Periods:	Minimum period: 10 days Maximum period: 60 days
20. Investor Put:	Not Applicable
21. Change of Control Put:	Applicable
(a) Change of Control Redemption Amount:	EUR 1,000 per Calculation Amount
22. Clean-up Call:	Applicable
(a) Notice Periods:	Minimum period: 10 days Maximum period: 60 days
23. Final Redemption Amount:	EUR 1,000 per Calculation Amount
24. Early Redemption Amount payable on redemption for taxation reasons or on event of default:	EUR 1,000 per Calculation Amount

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. 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:	Yes
(c) New Safekeeping Structure:	No
26. Additional Financial Centre(s):	Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes:	No

Signed on behalf of **Kojamo plc:**

By:

*Duly authorised*

A handwritten signature in blue ink, appearing to be 'Erik Hjelt', written over a printed name.

Erik Hjelt

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 Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of Euronext Dublin and listing on the Official List with effect from the Issue Date. |
| (ii) Estimate of total expenses related to admission to trading: | EUR 1,000   |

### 2. RATINGS

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|----------|--|
| Ratings: | <p>The Notes to be issued have been rated:</p> <p>Baa2 by Moody's Investors Service Ltd (<b>Moody's</b>)</p> <p>Moody's is established in the United Kingdom and is registered under Regulation (EC) No. 1060/2009 (as amended) (the <b>CRA Regulation</b>).</p> <p>Moody's has in its January 2020 publication "Moody's Rating Symbols and Definitions" described a rating of "Baa2" in the following terms: "Obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics". Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category</p> |
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### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Joint Lead Managers so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers and their 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 Issuer and its affiliates in the ordinary course of business.

### 4. REASONS FOR THE OFFER and ESTIMATED NET PROCEEDS

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|-----------------------------|--|
| (i) Reasons for the offer:  | See "Use of Proceeds" in the Base Prospectus |
| (ii) Estimated net proceeds | EUR 494,550,000                              |

### 5. YIELD (*Fixed Rate Notes Only*)

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|----------------------|---|
| Indication of yield: | 2.001 per cent.   |
|                      | The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |

### 6. OPERATIONAL INFORMATION

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|-------------------|---|
| (i) ISIN:         | XS2179959817  |
| (ii) Common Code: | 217995981   |
| (iii) CFI:        | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |

## EXECUTION VERSION

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| (iv) FISN:   | See 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):  | Not Applicable  |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility:                                       | Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |

## 7. DISTRIBUTION

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|--|---|
| (i) Method of distribution:                                | Syndicated  |
| (ii) If syndicated, names of Managers:                     | Danske Bank A/S<br>Deutsche Bank Aktiengesellschaft<br>Nordea Bank Abp<br>OP Corporate Bank Plc |
| (iii) Date of Subscription Agreement:                      | 25 May 2020   |
| (iv) Stabilisation Manager(s) (if any):                    | Not Applicable  |
| (v) If non-syndicated, name of relevant Dealer:            | Not Applicable  |
| (vi) U.S. Selling Restrictions:                            | Reg. S Compliance Category 2; TEFRA D   |
| (vii) Prohibition of Sales to EEA and UK Retail Investors: | Applicable  |
| (viii) Prohibition of Sales to Belgian Consumers:          | Applicable  |