

FINAL TERMS

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**); or (ii) a customer within the meaning of the 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 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 domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA 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 EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (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 / TARGET MARKET – 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.

Final Terms dated 3 May 2024

VESTEDA FINANCE B.V.

(incorporated with limited liability in the Netherlands with its statutory seat in Amsterdam, the Netherlands)

Issuer Legal Entity Identifier (LEI): 72450072M9HBDGD2GH67

**Issue of €500,000,000 Senior Unsecured Guaranteed 4.000% Fixed Rate Green Notes due 7 May 2032
under the €2,500,000,000 Guaranteed 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 21 December 2023 and the supplement to it dated 26 April 2024 which together constitute a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). **This document constitutes the Final Terms of the Notes described herein which have been prepared for the purposes of the Prospectus Regulation. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus as so supplemented in order to obtain all relevant information.**

The expression **Prospectus Regulation** means Regulation (EU) 2017/1129.

The Base Prospectus and the supplement to it and the Final Terms have been published on <https://www.vesteda.com/en/corporate/investment/debt/greenbond-programme>.

1. (i) Issuer: Vesteda Finance B.V.
- (ii) Guarantor: Custodian Vesteda Fund I B.V.
2. (i) Series Number: 8
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable.
3. Specified Currency or Currencies: Euro (€)
4. Aggregate Nominal Amount:
 - (i) Series: €500,000,000
 - (ii) Tranche: €500,000,000
5. Issue Price: 99.946 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
- (ii) Calculation Amount: €1,000
7. (i) Issue Date: 7 May 2024
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 7 May 2032
9. Interest Basis: 4.000 per cent. Fixed Rate
(further particulars specified below)
10. 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
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Put Option – Change of Control
Issuer Refinancing Call
Make-whole Redemption
Issuer Residual Call
(further particulars specified below)
13. (i) Status of the Notes: Senior
- (ii) Status of the Guarantee: Senior

- (iii) Date Board approval for issuance of Notes and Guarantee obtained: 26 April 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 4.000 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): 7 May in each year commencing on 7 May 2025 up to and including the Maturity Date
- (iii) Fixed Coupon Amount(s): EUR 40.00 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
- (vi) Determination Dates: 7 May in each year
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Call Option** Not Applicable
18. **Issuer Refinancing Call** Applicable
- (i) Date from which Issuer Refinancing Call may be exercised: 7 February 2032
- (ii) If redeemable in part:
- (a) Minimum Redemption Amount: €1,000 per Calculation Amount
- (b) Maximum Redemption Amount: €1,000 per Calculation Amount
- (iii) Notice period: As set out in Condition 9(c)(B)
19. **Make-whole Redemption** Applicable
- (i) Make-whole Redemption Date: As set out in condition 9(f)
- (ii) If redeemable in part:
- (a) Minimum Redemption Amount: €1,000 per Calculation Amount
- (b) Maximum Redemption Amount: €1,000 per Calculation Amount
- (iii) Notice period: As set out in Condition 9(f)

(iv)	Parties to whom notice shall be given:	Noteholders in accordance with Condition 18
(v)	Make-whole Redemption Margin	0.25 per cent.
(vi)	Discounting basis	Annual
(vii)	Quotation Agent	Coöperatieve Rabobank U.A.
(viii)	Reference Dealers	ABN AMRO Bank N.V. Coöperatieve Rabobank U.A. ING Bank N.V. SMBC Bank EU AG
(ix)	Reference Security	DBR 0% 15 February 2032 (ISIN Code: DE0001102580)
20.	Issuer Residual Call	Applicable
(i)	Notice period:	As set out in Condition 9(g)
(ii)	Residual Call Early Redemption Amount:	€1,000 per Calculation Amount
21.	Put Option	Applicable on Change of Control only
(i)	Optional Redemption Date(s) (Put):	As set out in Condition 9(e)
(ii)	Optional Redemption Amount(s) (Put) of each Note and method, if any, of calculation of such amount(s):	€1,000 per Calculation Amount
(iii)	Notice period:	As set out in Condition 9(e)
22.	Final Redemption Amount of each Note	€1,000 per Calculation Amount
23.	Early Redemption Amount	€1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24.	Form of Notes:	Bearer Notes: 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
25.	New Global Note:	Yes

26. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No.
28. Consolidation provisions: The provisions in Condition 17 (*Further Issues*) apply

Signed on behalf of **Vesteda Finance B.V.**:

By: 
.....
Duly authorised

By: 
.....
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing: | Euronext in Amsterdam |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext in Amsterdam with effect from the Issue Date. |
| (iii) | Estimated Total Expenses relating to admission to trading: | €8,020 |

2. RATINGS

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| Ratings: | The Notes to be issued are expected to be rated:

S&P: A-

S&P Global Ratings Europe Limited is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended. |
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any 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 the Guarantor and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER, USE OF PROCEEDS AND ESTIMATED NET PROCEEDS

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| (i) Reasons for the offer: | The Issuer intends to use an amount equivalent to the net proceeds from the issuance of the Notes to exclusively finance or refinance, in whole or in part assets which contribute substantially to climate change mitigation under the EU Taxonomy Climate Delegated Act (Eligible Assets as defined in the Vesteda Green Finance Framework dated December 2023, paragraph 3.1 (<i>Use of proceeds</i>)) which may consist of new or existing residential buildings in the Netherlands as further described in the Vesteda Green Finance Framework, available on the Issuer's website at https://www.vesteda.com/en/corporate/investment/debt/green-bond-programme .

Any information contained in or accessible through any website or other source, including www.vesteda.com , does not form a part of the Final Terms and the Base Prospectus, unless specifically stated. |
| (ii) Use of Proceeds: | See item 4(i) (<i>Reasons for the offer</i>) above. |
| (iii) Estimated net proceeds: | €498,230,000 |

5. **YIELD**

Indication of yield: 4.008 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.

6. **OPERATIONAL INFORMATION**

(i) ISIN Code: XS2815987834

(ii) Common Code: 281598783

(iii) CFI: DTFUFB, 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: VESTEDA FINANCE/4 MTN 20320507, 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.

(vi) New Global Note 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 Euroclear or Clearstream, Luxembourg as common safe-keeper 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 satisfaction of the Eurosystem eligibility criteria.

(vii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

(viii) Delivery: Delivery against payment

(ix) Names and addresses of initial Paying Agent(s): BNP Paribas, Luxembourg Branch
Luxembourg branch
60 avenue J.F. Kennedy
L-1855 Luxembourg
Grand Duchy of Luxembourg

(x) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **DISTRIBUTION**

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: ABN AMRO Bank N.V.
Coöperatieve Rabobank U.A.

ING Bank N.V.
SMBC Bank EU AG

- (iii) Stabilising Manager(s) (if any): Coöperatieve Rabobank U.A.
- (iv) If non-syndicated, name of Dealer: Not Applicable
- (v) U.S. Selling restrictions: Reg. S Compliance Category 2; TEFRA D
- (vi) Prohibition of Sales to Belgian Consumers: Applicable