

SUPPLEMENT DATED 6 FEBRUARY 2025 TO THE BASE PROSPECTUS DATED 7 NOVEMBER 2024



Arion Bank hf.

(Incorporated with limited liability in Iceland)

€3,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the base prospectus dated 7 November 2024 (the **Base Prospectus**) which comprises a base prospectus for the purposes of the Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23(1) of the Prospectus Regulation and is prepared in connection with the €3,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Arion Bank hf. (the **Bank**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This *Commission de Surveillance du Secteur Financier* (the **CSSF**) of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Regulation has approved this Supplement as a supplement within the meaning of Article 23(1) of the Prospectus Regulation. The CSSF only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the CSSF should not be considered as an endorsement of the Bank or of the quality of the Notes that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Notes.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Bank from time to time.

The Bank accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Bank the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this supplement is to (i) update the “Documents Incorporated by Reference” section of the Base Prospectus; and (ii) include a new “Significant or Material Change” statement.

Documents Incorporated by Reference

By virtue of this Supplement:

- (a) a new paragraph shall be added to the section entitled “Documents Incorporated by Reference” on page 64 of the Base Prospectus immediately after paragraph (o):

“Information automatically incorporated by reference

In addition to the above, the following documents published by the Bank from time to time on or after the date of this Supplement, and available at the below hyperlinks, shall be deemed to be incorporated in, and form part of, the Base Prospectus: (i) any audited consolidated annual financial statements (including any auditors’ report thereon) of the Bank (**Annual Financial Statements**), including the information set out in the sections entitled “Independent Auditors’ Report”, “Consolidated Income

Statement”, ”Consolidated Statement of Comprehensive Income”, ”Consolidated Statement of Financial Position”, ”Consolidated Statement of Changes in Equity”, ”Consolidated Statement of Cash Flows” and ”Notes”; (ii) any unaudited condensed consolidated interim financial statements of the Bank (**Interim Financial Statements**), including the information set out in the sections entitled ”Arion Bank’s medium-term financial targets compared with the operational results for the period”, ”Consolidated Interim Income Statement”, ”Consolidated Interim Statement of Comprehensive Income”, ”Consolidated Interim Statement of Financial Position”, ”Consolidated Interim Statement of Changes in Equity”, ”Consolidated Interim Statement of Cash Flows” and ”Notes”; and (iii) the section entitled ”KFI – 5 years” included in any quarterly factbook (each such factbook a **Quarterly Factbook**) of the Bank.

A copy of any Annual Financial Statements, Interim Financial Statements and Quarterly Factbook will be available at: <https://www.arionbanki.is/english/about-us/investor-relations/financial-information/>”; and

- (b) the second to last paragraph on page 64 of the Base Prospectus beginning ”The non-incorporated parts of the documents referred to herein...” in the section entitled ”Documents Incorporated by Reference” shall be updated and superseded with the following paragraph:

”The non-incorporated parts of the documents referred to herein which, for the avoidance of doubt, means any parts not listed in the cross-reference lists or sections above, are either deemed not relevant for an investor or are otherwise covered elsewhere in this Base Prospectus.”.

General Information

By virtue of this Supplement, the paragraph ”Significant or Material Change” on page 209 of the Base Prospectus shall be updated and superseded with the following paragraph:

”Significant or Material Change

Since the last day of the financial period in respect of which the most recent unaudited interim financial statements of the Bank have been published there has been no significant change in the financial performance or position of the Group, nor, since the last day of the financial period in respect of which the most recent audited financial statements have been published, has there been any material adverse change in the prospects of the Bank.”.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

A copy of this Supplement may be obtained from <https://www.arionbanki.is/english/about-us/investor-relations/debt-investors-and-rating/funding-programmes-and-prospectuses/#emtn>. A copy of this Supplement may also be obtained from the Luxembourg Stock Exchange’s website at www.luxse.com. Copies of documents incorporated by reference in the Base Prospectus can also be viewed electronically free of charge at <https://www.arionbanki.is/>.

The Bank has requested the CSSF to notify the Financial Supervisory Authority of the Central Bank of Iceland (*Fjármálaeftirlitið*), as competent authority under the Prospectus Regulation in Iceland, of its approval of this Supplement pursuant to Article 25 of the Prospectus Regulation.