

Final Terms

Final Terms dated 2 October 2008

MUNICIPALITY FINANCE PLC (Kuntarahoitus Oyj)

Issue of 171,000,000 Index-Linked Redemption Notes due October 2010

Guaranteed by

THE MUNICIPAL GUARANTEE BOARD (Kuntien takauskeskus)

under the €8,000,000,000

Programme for the Issuance of Debt Instruments

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so:

- (a) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (b) in those Public Offer Jurisdictions mentioned in Paragraph 38 of Part A below, provided such person is one of the persons mentioned in Paragraph 38 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

IMPORTANT NOTICE TO INVESTORS

The Notes are structured investments. The return on the Notes is linked to the performance of a share basket. Prior to making any investment decision with respect to the Notes, prospective investors are advised to consider carefully the risks applicable to an investment in Notes set forth under the heading "Risk Factors" in the Base Prospectus and the additional risks applicable to an investment in these Notes set out the General Description and Important Risk Factors contained in Annex 1 to these Final Terms.

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 2 June 2008 (the "**Base Prospectus**") for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**").

This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the Notes described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the office of the Issuer at Antinkatu 3 C, 5th Floor, 00101 Helsinki, Finland and on the Issuer's web-site www.munifin.fi, and copies may be obtained from the office of the Issuer, P.O. Box 744, (Antinkatu 3 C, 5th Floor), FI-00101 Helsinki, Finland.

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| 1. | (i) Issuer: | Municipality Finance Plc

(Kuntarahoitus Oyj) |
| | (ii) Guarantor: | The Municipal Guarantee Board

(Kuntien takauskeskus) |
| 2. | (i) Series Number: | 237/2008 |
| | (ii) Tranche Number: | Not Applicable |
| | (If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible). | Not Applicable |
| 3. | Specified Currency or Currencies: | Danish Kroner (“ DKK ”) |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | DKK 171,000,000 |
| | (ii) Tranche: | DKK 171,000,000 |
| 5. | Issue Price: | 105 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | DKK 10,000 |
| | (ii) Calculation Amount: | DKK 10,000 |
| 7. | (i) Issue Date: | 6 October 2008 |
| | (ii) Interest Commencement Date: | 6 October 2008 |
| 8. | Maturity Date: | 6 October 2010 |
| 9. | Interest Basis: | 0.25 per cent. p.a. |
| 10. | Redemption/Payment Basis: | Index-Linked Redemption
(further particulars specified below) |

Repayment will be effected by the Exclusive Paying Agent via Værdipapircentralen A/S (VP

Securities Services – the Danish clearing system)(“VP”)

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| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior |
| | (ii) Status of the Guarantee: | Senior |
| | (iii) Date of Board approval for issuance of Notes and Guarantee obtained: | Not Applicable |
| 14. | Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate of Interest: | 0.25 per cent. per annum payable annually in arrear. |
| | (ii) Interest Payment Date(s): | 6 October in each year, commencing on 6 October 2009, subject to adjustment in accordance with the Following Business Day Convention with Copenhagen and London as applicable Business Day Centres.

Payment of Interest will be effected by the Exclusive Paying Agent via VP. |
| | (iii) Fixed Coupon Amount[(s)]: | DKK 25.00 per DKK 10,000 Specified Denomination. |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | 30/360, unadjusted |
| | (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

	(i) Amortisation/Accrual Yield:	Not Applicable
	(ii) Reference Price:	Not Applicable
	(iii) Any other formula/basis of determining amount payable:	Not Applicable
18.	Index-Linked Interest Note Provisions	Not Applicable
19.	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20.	Call Option	Not Applicable
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21.	Put Option	Not Applicable
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22. **Final Redemption Amount of each Note**

In cases where the Final Redemption Amount is Index-Linked or other variable-linked:

(i) Index/Formula/variable:	In relation to each Note of DKK 10,000 Specified Denomination:
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$$10,000 + 10,000 * \text{Max} \left[0; \sum_{i=1}^{18} \frac{1}{18} \text{Change Share}_i \right]$$

Please refer to Annex 1 to these Final Terms for further details.

(ii) Calculation Agent responsible for calculating the Final Redemption Amount:	Danske Bank A/S
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(iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	Please refer to Annex 1 to these Final Terms
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(iv) Determination Date(s):	Please refer to Annex 1 to these Final Terms
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(v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise	Please refer to Annex 1 to these Final Terms
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disrupted:

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| (vi) | Payment Date: | The Maturity Date, subject to adjustment in accordance with the Following Business Day Convention with Copenhagen and London as applicable Business Day Centres. |
| (vii) | Minimum Final Redemption Amount: | DKK 10,000 per Calculation Amount |
| (viii) | Maximum Final Redemption Amount: | DKK 14,850 per Calculation Amount |

23. **Early Redemption Amount**

Early Redemption Amount(s) of each Note 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):	The Early Redemption Amount shall be determined in good faith by the Calculation Agent on behalf of the Issuer in its sole and absolute discretion to be the fair market value of the Notes immediately prior to the early redemption date taking into account any factors it deems necessary, adjusted to account fully for any reasonable expenses and costs of the Issuer of unwinding any underlying and/or related hedging and funding arrangements.
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GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. **Form of Notes: Bearer Notes:**

The Notes will be represented by a VP global note (the "VP Global Note") in substantially the form set out in the Supplemental Agency Agreement to be entered into between the Issuer and the Exclusive Paying Agent named therein on or about the Issue Date supplementing the Amended and Restated Agency Agreement dated 2 June 2008. Interests in the Notes represented by the VP Global Note will be registered in VP.

The VP Global Note shall be controlled and held in custody by Danske Bank A/S as account holding institute for and on behalf of the Issuer in accordance with the provisions of the Danish Government Regulation No. 4 of 4 January 2008 on the registration of fund assets in a securities centre (the "Government Regulation") In compliance with Section 3 of the Government Regulation Act, the VP Global

Note can only be held in favour of Danske Bank A/S acting in its capacity as account holding institute on behalf of holders for the time being registered in VP.

As long as interests in the Notes are registered in VP, Danske Bank A/S in its capacity as depositary will agree to refrain from exercising any rights given to it as depositary under the VP Global Note unless instructed to the contrary in respect of any Note by the Issuer.

Interests in the VP Global Note will not be exchangeable for Definitive Notes.

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| 25. | New Global Note: | No |
| 26. | Financial Centre(s) or other special provisions relating to Payment Dates: | Copenhagen and London |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Details relating to Partly Paid Notes: amount of each | Not Applicable |
| 29. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 30. | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 31. | Consolidation provisions: | The provisions of Condition 16 (Further Issues) apply. |
| 32. | Other terms or special conditions: | |

Interest in the Notes will be registered in and cleared through VP. All references in the Terms and Conditions to Euroclear Bank S.A/N.V. (**Euroclear**) and Clearstream Banking, société anonyme (**Clearstream, Luxembourg**) shall, whenever the context so permits, be deemed to include references to VP. In addition, all references in the Terms and Conditions to the Agent or Paying Agent shall, whenever the

context so permits, be deemed to include references to Danske Bank A/S in its capacity as Exclusive Paying Agent in respect of the Notes.

The governing law of the Notes shall be English law. Without prejudice to the provisions of Condition 17 (*Governing Law and Jurisdiction*), with regard to registration of the Notes in VP, the governing law shall be Danish law and the jurisdiction shall be the courts of Denmark.

Settlement of purchase and sale transactions takes place on a registration against payment basis three Copenhagen Business Days after the Issue Date. Transfer of ownership to the Notes will be made in accordance with the rules of VP. “**Copenhagen Business Day**” shall mean a day (other than a Saturday or a Sunday) on which banks and foreign exchange markets are open for business in Copenhagen. Payments on the Notes will be effected via VP by Danske Bank A/S, acting as the Exclusive Paying Agent in respect of the Notes.

Notwithstanding the provisions of Conditions 15 (*Notices*), for as long as the Notes are represented by the VP Global Note and the VP Global Note is being held by Danske Bank A/S as depositary, notices to the holders of the Notes may be given by delivery of the relevant notice to VP and, in any such case, such notices shall be deemed to have been validly given to the holders of the Notes in accordance with Condition 15 (*Notices*) on the date of delivery to VP.

For other final terms please refer to Annex 1 to these Final Terms.

DISTRIBUTION

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| 33. | (i) | If syndicated, names and address of Managers and underwriting commitments: | Not Applicable |
| | (ii) | Date of Subscription Agreement: | Not Applicable |

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| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 34. | If non-syndicated, name and address of Dealer: | Danske Bank A/S
2-12 Holmens Kanal
DK-1092 Copenhagen K
Denmark |
| 35. | TEFRA: | Not Applicable |
| 36. | Total commission and concession: | Not Applicable |
| 37. | Additional selling restrictions: | Not Applicable |
| 38. | Non-exempt Offer: | An offer of the Notes has been made by the Dealer other than pursuant to Article 3(2) of the Prospectus Directive in Denmark (“ Public Offer Jurisdictions ”) during the period from (and including) 8 September 2008 until (and including) 29 September 2008 (“ Offer Period ”). |

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on the Regulated Market of the OMX Nordic Exchange Copenhagen A/S of the Notes described herein pursuant to the €3,000,000,000 programme for the issuance of debt instruments of Municipality Finance Plc (Kuntarahoitus Oyj) guaranteed by The Municipal Guarantee Board (Kuntien takauskeskus).

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. The information regarding the companies whose shares are comprised in the Share Basket to which these Notes are linked has been extracted from the Bloomberg service. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published on the Bloomberg service, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:
Duly authorised

Signed on behalf of the Guarantor:

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Applicable
- (ii) Admission to trading: The Notes are expected be admitted to trading on OMX Nordic Exchange Copenhagen A/S with effect from the Issue Date.

2. RATINGS

Ratings: The Notes to be issued have Not Applicable been rated:

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

Save for any fee payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds will be used by the Issuer for its general funding purposes.
- (ii) Estimated net proceeds: DKK 179,550,000 excluding expenses
- (iii) Estimated total expenses: DKK 20,000 listing fee paid by the Dealer.

- 5. **YIELD – fixed rate notes only** - 2.17 per cent. p.a.
Indication of yield:

6. HISTORIC INTEREST RATES –

Not Applicable

7. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Please refer to Annex 1 to these Final Terms.

8. PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

9. **OPERATIONAL INFORMATION**

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN Code: DK0030112081

Common Code: Not Applicable

Any clearing system(s) other than Euroclear Værdipapircentralen A/S
(VP Securities Services)
Helgeshøj Allé 61
P.O. Box 20
DK-2630 Taastrup
Denmark

Bank SA/NV and Clearstream Banking societe anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Danske Bank A/S
2-12 Holmens Kanal
DK-1092 Copenhagen K
Denmark

Agent(s) (if any): Not Applicable

ANNEX 1 TO THE FINAL TERMS

1. GENERAL DESCRIPTION OF THE NOTES AND IMPORTANT RISK FACTORS

Investing in equity basket linked Notes involves a number of risks which investors in the Notes need to consider.

The Notes will be issued at 105.00 per cent and they bear an interest rate of 0.25 per cent. per annum.

The redemption amount of the Notes is linked to the performance of an underlying basket of shares as further described in item Annex 1 hereto. The performance of the basket determines whether the investor receives any return on the investment, positive or negative, in addition to the coupon and if so whether the size of the return is comparable to what an alternative investment might have yielded. Further, any return on the investment, except for the coupon, is not payable before maturity of the Notes.

If the average price change of the shares in the basket, subject to the individual cap, at maturity is unchanged or lower than at the Issue Date, the Notes will be redeemed at par. Investors have lost the premium of 5 per cent. of the notional amount and will not gain any return on the amount invested, in addition to the coupon.

In the event the average price change of the basket, subject to the individual cap, at maturity is positive, the Notes will be redeemed above par, subject to a maximum redemption price of 100 per cent plus the cap. Investors have lost the premium of 5 per cent of the notional amount, but they will gain a return on the notional amount equivalent to the positive performance of the basket, subject to the cap, in addition to the coupon.

The cap, which is the maximum change for each share, when calculating the performance, is set at 48.50 per cent.

The Notes are denominated in Danish Kroner. Settlement of the purchase amount and the redemption amount will be in DKK. The Shares comprising the Share Basket are denominated in DKK, USD, CHF and EUR. The structure of the Notes is such, that investors have no direct exposure to changes in foreign exchange rates. Therefore, investors will neither gain nor lose money as a direct result of fluctuations in foreign exchange rates.

The theoretical price of the Notes will depend on a number of factors, amongst others the level and the volatility of the shares in the basket. Only at maturity can the theoretical price be calculated by looking at the price of the underlying shares alone. There is no guarantee that the price of the Notes in the secondary market will reflect the theoretical price before maturity.

The investors have a credit risk on Municipality Finance Plc., as the Issuer is obliged to fulfil the obligations related to the Notes, including payment of the Final Redemption Amount.

Should an investor choose to sell the Notes before the Maturity Date there is no guarantee that the price will not be below par, even in the scenario where the performance of the underlying Shares is positive. This risk will however decrease as the Notes approach the Maturity Date.

The market value of the Notes may fluctuate and if the Notes are sold in the secondary market prior to maturity or if they are redeemed prior to maturity in accordance with their terms, they may be sold or redeemed, whichever is applicable, at a substantial loss. Investors should therefore be willing to hold the Notes to maturity.

Neither the Dealer nor the Issuer is obliged to hold a secondary market in the Notes. Investors cannot be certain that there will be a secondary market for the Notes and there is no guarantee that the price of the Notes in the secondary market will reflect the theoretical price before the Maturity Date.

It is imperative that investors in the Notes seek independent advice (legal, accounting, tax and other independent advice) to ensure they are fully briefed in respect of general risk factors as well as other factors, which may specifically impact on individual investors.

The Notes are complex financial instruments. A potential investor should not invest in Notes which are complex financial instruments unless he has the expertise (either alone or with the help of a financial adviser) to evaluate how the Notes will perform under changing conditions, the resulting effects on the value of such Notes and the impact this investment will have on his overall investment portfolio.

Investors in the Notes should observe that the risks associated with an investment in the Notes may change substantially throughout the term of the Notes. The above is not a full description of all the risks involved.

2. Definitions

The following additional definitions apply to these Final Terms, including this Annex 1:

Calculation Agent: means Danske Bank A/S, 2-12 Holmens Kanal, DK-1092 Copenhagen, Denmark.

Cap: means, in relation to a Share, 48.50 per cent. The Cap is applied to each individual Share and expresses the maximum percentage change in each Share that is included in the Final Redemption Amount. Thus, each Share price change will as a maximum be included with 48.50 per cent.

Change Share_i: means for each Share:

$$ChangeShare_i = \text{Min}(Cap; \frac{Share_{i,Final}}{Share_{i,Initial}} - 1)$$

Clearance System: means, in relation to a Share, the clearance system or any successor to such clearance system as determined by the Calculation Agent.

Clearance System Business Day: means, in relation to a Clearance System, any day on which such Clearance System is (or, but for the occurrence of a Settlement Disruption Event, would have been) open for the acceptance and execution of settlement instructions.

Correction: means, in relation to a Share, in the event that any price or level published on the Exchange and which is utilized for any calculation or determination made in relation to the Notes is subsequently corrected and the correction is published by the Exchange within one Settlement Cycle after the original publication, the Calculation Agent will determine the amount

payable as a result of that correction, and, to the extent necessary, will adjust the terms of these Final Terms to account for such correction.

- De-listing:** means, in relation to a Share, that the Exchange announces that pursuant to the rules of such Exchange, such Share ceases (or will cease) to be listed, traded or publicly quoted on the Exchange for any reason (other than a Merger Event or Tender Offer) and is not immediately re-listed, re-traded or re-quoted on an exchange or quotation system located in the same country as the Exchange (or, where the Exchange is within the European Union, in any member state of the European Union).
- Disrupted Day:** means, in relation to a Share, any Scheduled Trading Day on which a relevant Exchange or any Related Exchange fails to open for trading during its regular trading session or on which a Market Disruption Event has occurred affecting such Share.
- Early Closure:** means, in relation to a Share, the closure on any Exchange Business Day of the relevant Exchange(s) or relevant Related Exchange(s) prior to its Scheduled Closing Time unless such earlier closing time is announced by such Exchange(s) or Related Exchange(s) at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such Exchange(s) or Related Exchange(s) on such Exchange Business Day and (ii) the submission deadline for orders to be entered into the Exchange or Related Exchange for execution at the Valuation Time on such Exchange Business Day.
- Exchange:** means, in relation to a Share, the exchange trading system or quotation system where such Share has in the determination of the Calculation Agent its primary listing and, any successor to such exchange or quotation system or any substitute exchange or quotation system to which trading in such Share has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to that Share on such temporary substitute exchange or quotation system as on the original Exchange).
- Exchange Business Day:** means, in relation to a Share, any Scheduled Trading Day on which each Exchange and Related Exchange are open for trading during their respective regular trading sessions, notwithstanding such Exchange or Related Exchange closing prior to its Scheduled Closing Time.
- Exchange Disruption:** means, in relation to a Share, any event (other than an Early Closure) that disrupts or impairs (as determined by the Calculation Agent) the ability of market participants in general to effect transactions in, or obtain market values for, such Share on the Exchange or to effect transactions in, or obtain market values for, futures or options contracts relating to the relevant Share on a relevant Related Exchange.
- Final Redemption Amount:** means, in relation to each Note of DKK 10,000 Specified Denomination:

$$10,000 + 10,000 * \text{Max} \left[0; \sum_{i=1}^{18} \frac{1}{18} \text{Change Share}_i \right]$$

Final Valuation Averaging
Dates:

means, in relation to a Share (the “Relevant Share”) each of the five consecutive calendar days starting on 13 September 2010 and ending on 17 September 2010, provided that if any given such day is not a Scheduled Trading Day with respect to the Relevant Share, the next following day thereafter which is a Scheduled Trading Day with respect to the Relevant Share, provided further that if such day is a Disrupted Day with respect to the Relevant Share, the relevant Final Valuation Averaging Date shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day with respect to the Relevant Share, unless each of the three Scheduled Trading Days immediately following the relevant Final Valuation Averaging Date is a Disrupted Day with respect to the Relevant Share. In that case, (i) that third Scheduled Trading Day shall be deemed to be the relevant Final Valuation Averaging Date with respect to the Relevant Share, notwithstanding the fact that such day is a Disrupted Day with respect to the Relevant Share, and (ii) the Calculation Agent shall determine its good faith estimate of the value for the Relevant Share as of the Valuation Time on that third Scheduled Trading Day.

Initial Valuation Averaging
Dates:

means, in relation to a Share (the “Relevant Share”) each of the five consecutive calendar days starting on 6 October 2008 and ending on 10 October 2008, provided that if any given such day is not a Scheduled Trading Day with respect to the Relevant Share, the next following day thereafter which is a Scheduled Trading Day with respect to the Relevant Share, provided further that if such day is a Disrupted Day with respect to the Relevant Share, the relevant Initial Valuation Averaging Date shall be the first succeeding Scheduled Trading Day that is not a Disrupted Day with respect to the Relevant Share, unless each of the three Scheduled Trading Days immediately following the relevant Initial Valuation Averaging Date is a Disrupted Day with respect to the Relevant Share. In that case, (i) that third Scheduled Trading Day shall be deemed to be the relevant Initial Valuation Averaging Date with respect to the Relevant Share, notwithstanding the fact that such day is a Disrupted Day with respect to the Relevant Share, and (ii) the Calculation Agent shall determine its good faith estimate of the value for that Relevant Share as of the Valuation Time on that third Scheduled Trading Day.

Insolvency:

means in relation to a Share, by reason of voluntary or involuntary liquidation, bankruptcy, insolvency, dissolution or winding-up of or any analogous proceeding affecting the issuer of such Share, (A) all Shares of that issuer are required to be transferred to a trustee, liquidator or other similar official or (B) holders of the Shares of that issuer become legally prohibited from transferring them.

- Insolvency Filing:** means, in relation to a Share, that the issuer of such Share institutes or has instituted against it by a regulator, supervisor or any similar official with primary insolvency, rehabilitative or regulatory jurisdiction over it in the jurisdiction of its incorporation or organisation or the jurisdiction of its head or home office, or it consents to a proceeding seeking a judgment or insolvency or bankruptcy or any other relief under any bankruptcy or insolvency law or other similar law affecting creditors' rights, or a petition is presented for its winding up or liquidation by it or such regulator, supervisor or similar official or it consents to such a petition, provided that proceedings instituted or petitions presented by creditors and not consented to by the issuer of such Share shall not be deemed to be an insolvency filing.
- Market Disruption Event:** means, in relation to a Share, the occurrence or existence of (i) a Trading Disruption, (ii) an Exchange Disruption, which in either case the Calculation Agent determines is material, at any time during the one hour period that ends at the Scheduled Closing Time on an Initial Valuation Averaging Date or a Final Valuation Averaging Date, as applicable, or (iii) an Early Closure.
- Merger Date:** means, in relation to a Share, the closing date of a Merger Event or, where a closing date cannot be determined under the local law applicable to such Merger Event, such other date as determined by the Calculation Agent.
- Merger Event:** means, in relation to a Share, any (i) reclassification or change of such Share that results in a transfer of or an irrevocable commitment to transfer all of such Shares outstanding of the issuer to another entity or person, (ii) consolidation, amalgamation, merger or binding share exchange of the issuer of that Share with or into another entity or person (other than a consolidation, amalgamation, merger or binding share exchange in which such issuer is the continuing entity and which does not result in a reclassification or change of all of such outstanding Shares of the issuer), (iii) takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any entity or person to purchase or otherwise obtain 100 per cent. of the outstanding Shares of the issuer that results in a transfer of or an irrevocable commitment to transfer all such Shares of the issuer (other than such Shares owned or controlled by such other entity or person), or (iv) consolidation, amalgamation, merger or binding share exchange of the issuer of the Shares or its subsidiaries with or into another entity in which such issuer is the continuing entity and which does not result in a reclassification or change of all such Shares outstanding but results in the outstanding Shares (other than Shares owned or controlled by such other entity) immediately prior to such event collectively representing less than 50 per cent. of the outstanding Shares of such issuer immediately following such event (a "Reverse Merger"), in each case if the Merger Date is on or before, the last Final Valuation Averaging Date.

Nationalisation: means, in relation to a Share, that all or substantially all the assets of the issuer thereof are nationalised, expropriated or are otherwise required to be transferred to any governmental agency, authority, entity or instrumentality thereof.

Potential Adjustment Event: means, in relation to a Share, any of the following:

- (i) a subdivision, consolidation or reclassification of the Shares issued by the issuer of such Share (unless resulting in a Merger Event), or a free distribution or dividend of any such Shares to existing holders by way of bonus, capitalisation or similar issue;
- (ii) a distribution, issue or dividend to existing holders of the Shares issued by the issuer of such Share of (A) such Shares, or (B) other share capital or securities granting the right to payment of dividends and/or the proceeds of liquidation of the issuer of the Shares equally or proportionately with such payments to holders of such Shares, or (C) share capital or other securities of another issuer acquired or owned (directly or indirectly) by the issuer of the Share as a result of a spin-off or other similar transaction, or (D) any other type of securities, rights or warrants or other assets, in any case for payment (cash or other consideration) at less than the prevailing market price as determined by the Calculation Agent;
- (iii) an extraordinary dividend as determined by the Calculation Agent;
- (iv) a call by the issuer thereof in respect of the Shares that are not fully paid;
- (v) a repurchase by the issuer thereof or any of its subsidiaries of the Shares issued by the issuer of such Share whether out of profits or capital and whether the consideration for such repurchase is cash, securities or otherwise;
- (vi) in respect of the issuer of the Shares, an event that results in any shareholder rights being distributed or becoming separated from shares of common stock or other shares of the capital stock of the issuer pursuant to a shareholder rights plan or arrangement directed against hostile takeovers that provides upon the occurrence of certain events for a distribution of preferred stock, warrants, debt instruments or stock rights at a price below their market value, as determined by the Calculation Agent, provided that any adjustment effected as a result of such an event shall be readjusted upon any redemption of such rights; or
- (vii) any other event that may have a diluting or concentrative effect on the theoretical value of the Shares issued by the issuer of such Share.

Related Exchange:	means, in relation to a Share, each options or futures exchange or trading or quotation system (if any) on which options contracts or futures contracts or other derivatives on the Share are traded, and the trading on which the Calculation Agent determines in its sole discretion has a material effect on the overall market for futures or options contracts relating to such Share, or any successor to such exchange or trading or quotation system or any substitute exchange or trading or quotation system to which trading in futures or options contracts relating to the Share has temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity relative to the futures or options contracts relating to the Shares on such temporary substitute exchange or trading or quotation system as on the original Related Exchange).
Scheduled Closing Time:	means, in relation to a Share, in respect of an Exchange or Related Exchange and a Scheduled Trading Day, the scheduled week day closing time of such Exchange or Related Exchange on such Scheduled Trading Day, without regards to after hours or any other trading outside of the regular trading session hours.
Scheduled Trading Day:	means, in relation to a Share, any day on which each relevant Exchange and each relevant Related Exchange are scheduled to be open for trading for their respective regular trading sessions.
Settlement Cycle:	means, in relation to a Share, the period of Clearance System Business Days following a trade in the Shares on the Exchange in which settlement will customarily occur according to the rules of such Exchange.
Settlement Disruption Event:	means, in relation to a Share, an event beyond the control of the parties as a result of which the relevant Clearance System cannot clear the transfer of such Share.
Share:	means, each of the shares contained in the Share Basket.
Share _{i,Initial} :	means the arithmetic mean of the value of Share _i on each Initial Valuation Averaging Date as of the Valuation Time as determined by the Calculation Agent, subject to any subsequent Correction.
Share _{i,Final} :	means the arithmetic mean of the value of Share _i on each Final Valuation Averaging Date as of the Valuation Time as determined by the Calculation Agent, subject to any subsequent Correction.
Share Adjustment Event:	means, in relation to a Share, a Potential Adjustment Event, Merger Event, De-listing, Tender Offer, Nationalisation, Insolvency or Insolvency Filing.
Share Basket:	means the Energy Infrastructure Share Basket as described further in item 3 of this Annex 1 to the Final Terms.
Tender Offer:	means, in relation to a Share, a takeover offer, tender offer, exchange offer, solicitation, proposal or other event by any

entity or person that results in such entity or person purchasing, or otherwise obtaining or having the right to obtain, by conversion or other means, greater than 10 per cent. and less than 100 per cent. of the outstanding voting shares of the issuer thereof, as determined by the Calculation Agent, based upon the making of filings with governmental or self-regulatory agencies or such other information as the Calculation Agent deems relevant.

Tender Offer Date: means, in relation to a Share, in respect of a Tender Offer, the date on which voting shares in the amount of the applicable percentage threshold are actually purchased or otherwise obtained (as determined by the Calculation Agent).

Trading Disruption: means, in relation to a Share, any suspension of or limitation imposed on trading by the relevant Exchange or Related Exchange or otherwise and whether by reason of movements in price exceeding limits permitted by the relevant Exchange or Related Exchange or otherwise (i) relating to such Share on the Exchange, or (ii) in futures or options contracts relating to such Share on any relevant Related Exchange.

Valuation Time: means the Scheduled Closing Time on the relevant Exchange.

3. Description of the Energy Infrastructure Share Basket

The Share Basket comprises a basket of shares issued by 18 companies selected by the Calculation Agent.

The Shares in the Share Basket are issued by companies directly or indirectly involved in the energy infrastructure. Each Share in the Share Basket is listed on a stock exchange in Europe or the United States of America.

Each Share in the Share Basket has been assigned identical weighting determined by the Calculation Agent in its sole discretion.

Certain adjustments to the Share Basket and its composition may be made by the Calculation Agent upon the occurrence of any of the events described in item 5 below.

The Share Basket is a price index. Payments of any dividends and other distributions in respect of the Shares comprising the Share Basket will not be taken into consideration when determining the performance of the Share Basket. An investment in the Share Basket will therefore over time most likely provide a lower return than a direct investment in the Shares in the 18 companies comprising the Share Basket.

On the Issue Date the Share Basket is comprised of the following Shares:

No	Name	Bloomberg	Weight	Primary Stock Exchange and currency
1	Jacobs Engineering	JEC US	1/18	NYSE – USD
2	Shaw	SGR US	1/18	NYSE – USD
3	Fluor	FLR US	1/18	NYSE – USD
4	Chicago Bride & Iron	CBI US	1/18	NYSE – USD
5	Siemens	SIE GY	1/18	XETRA – EUR
6	Alstom	ALO FP	1/18	EN PARIS – EUR
7	ABB	ABBN VX	1/18	SWX EuropeLt – CHF
8	Emerson	EMR US	1/18	NYSE – USD
9	Itron	ITRI US	1/18	NASDAQ GS – USD
10	General Cable	BGC US	1/18	NYSE – USD
11	Nexans	NEX FP	1/18	EN PARIS – EUR
12	Schneider	SU FP	1/18	EN PARIS – EUR
13	Novoymes	NZYMB DC	1/18	OMX CPH – DKK
14	Eaton	ETN US	1/18	NYSE – USD
15	Fortum	FUM1V FH	1/18	OMX HEL – EUR
16	EDF	EDF FP	1/18	EN PARIS – EUR
17	Exelon	EXC US	1/18	NYSE – USD
18	Saint-Gobain	SGO FP	1/18	EN PARIS – EUR
			18/18	

A brief description of the issuer of each Share is set out in item 7 below.

Although the Shares in the Share Basket are listed and traded in different currencies, fluctuations in foreign exchange rates against the DKK, the currency in which the Notes are denominated, will not be included in the calculation of the performance of the Share Basket.

The performance of the Share Basket is calculated by taking the weighted average of the price change of each Share in the Share Basket relative to the Initial Valuation Averaging Dates, subject to the Cap. Each Share is weighted by its weighting (as described above). Mathematically this can be described as follows:

The performance of the Share Basket on the Maturity Date for each Share;

$$\sum_{i=1}^{18} \text{Change Share}_i * 1/18$$

where

$$\text{ChangeShare}_i = \text{Min}(\text{Cap}; \frac{\text{Share}_{i,\text{Final}}}{\text{Share}_{i,\text{Initial}}} - 1), \text{ and}$$

Share_{i,Initial}: The arithmetic mean of the value of Share_i on each Initial Valuation Averaging Date as of the Valuation Time as determined by the Calculation Agent.

Share_{i,Final}: The arithmetic mean of the value of Share_i on each Final Valuation Averaging Date as of the Valuation Time as determined by the Calculation Agent.

4. Final Redemption Amount

Unless previously called, redeemed or purchased and cancelled as provided in the Conditions, each Note of DKK 10,000 Specified Denomination will be redeemed on the Maturity Date at an amount in DKK (the “**Final Redemption Amount**”) determined by the Calculation Agent, in its sole and absolute discretion, in accordance with the following formula:

$$10,000 + 10,000 * \text{Max} \left[0; \sum_{i=1}^{18} \frac{1}{18} \text{Change Share}_i \right]$$

Thus the Final Redemption Amount equals 100 per cent. plus the weighted average of Change Share_i if this is positive or 0 otherwise, multiplied by DKK 10,000 per Note of DKK 10,000 Specified Denomination.

The Final Redemption Amount of each Note will at a minimum be DKK 10,000 per Note of DKK 10,000 Specified Denomination.

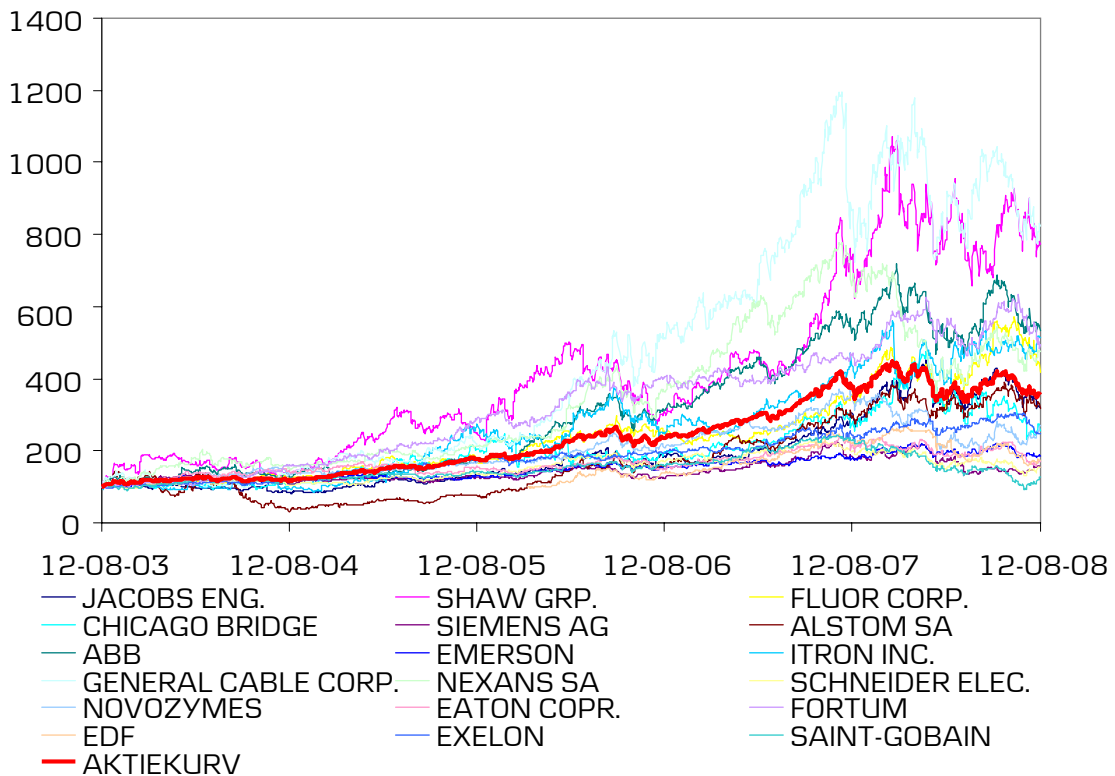
Table 1 below shows by way of example the development in the payout in respect of a Note of DKK 10,000 Specified Denomination depending on the performance of the Share Basket assuming a Cap of 50 per cent.

Table 1: Payout examples assuming a Note of DKK 10,000 Specified Denomination and a Cap of 50 per cent.

Change in Share Basket performance in per cent.	Gain in DKK	Coupon per DKK 10,000 Specified Denomination in DKK	Final Redemption Amount plus coupon in DKK	Issue Price in DKK	Annual pre-tax payout inclusive coupon in per cent.
-30.00	0.00	50.00	10,050.00	10,500.00	-2.17%
-25.00	0.00	50.00	10,050.00	10,500.00	-2.17%
-20.00	0.00	50.00	10,050.00	10,500.00	-2.17%
-15.00	0.00	50.00	10,050.00	10,500.00	-2.17%
-10.00	0.00	50.00	10,050.00	10,500.00	-2.17%
-5.00	0.00	50.00	10,050.00	10,500.00	-2.17%
0.00	0.00	50.00	10,050.00	10,500.00	-2.17%
4.50	450.00	50.00	10,500.00	10,500.00	0.00%
10.00	1,000.00	50.00	11,050.00	10,500.00	2.59%
15.00	1,500.00	50.00	11,550.00	10,500.00	4.89%
20.00	2,000.00	50.00	12,050.00	10,500.00	7.13%
30.00	3,000.00	50.00	13,050.00	10,500.00	11.50%
40.00	4,000.00	50.00	14,050.00	10,500.00	15.69%
50.00	5,000.00	50.00	15,050.00	10,500.00	19.74%
60.00	5,000.00	50.00	15,050.00	10,500.00	19.74%
70.00	5,000.00	50.00	15,050.00	10,500.00	19.74%

Table 2 below shows by way of example the historic development in the value of each Share in the Share Basket during the period starting on 12 August 2003 up to and including 12 August 2008 without taking the Cap into consideration. The value of each Share is set to index 100 on 12 August 2003.

Table 2: Historic performance of each Share in the Share Basket during the period starting on 12 August 2003 (= index 100) up to and including 12 August 2008 without taking the Cap into consideration.



Source: Bloomberg

Past performance is not a reliable indicator for future performance. Note that EDF was listed as of 18 November 2005 and thus only appears in Table 2 from and including such date.

5. Share Adjustment Events

- (A) If a Share Adjustment Event occurs in relation to any or all of the Shares in the Share Basket, the Calculation Agent will determine in its sole and absolute discretion the appropriate adjustment, if any, to be made to any one or more of the Conditions to account for the Share Adjustment Event, and to determine the effective date of that adjustment. Such adjustment may include but is not limited to:
- (a) replacing any or all of the Shares with one or more successor shares at a time and with values determined by the Calculation Agent in its sole and absolute discretion, whereupon the successor share(s) will be deemed to replace the relevant Share(s) and will take effect from the date of such replacement provided, however, that:
 - (i) the issuer of the successor share(s) in the sole determination of the Calculation Agent, falls within the description of the Share Basket set out in item 3 of this Annex 1; and

- (ii) such replacement(s) will have the effect that the relevant Share Adjustment Event would cease to apply to any Share in the Share Basket.

Thereafter, all references in these Final Terms to "Shares" shall be deemed to be references to such relevant replacement share(s) and the composition of the Share Basket will be adjusted accordingly; or

- (b) removing one or more Shares from the Share Basket and adjusting the weightings between the remaining Shares; or
 - (c) adjusting or estimating the performance of the Share Basket to account for the Share Adjustment Event.
- (B) In respect of a Share originally quoted, listed and/or dealt as of the Issue Date in a currency of a member state of the European Union that has not adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on March 25, 1957) as amended by the Treaty on European Union (signed in Maastricht on February 7, 1992) and as amended by the Treaty of Amsterdam (signed in Amsterdam on October 2, 1997), as further amended from time to time, if such Shares are at any time after the Issue Date quoted, listed and/or dealt exclusively in euro on the relevant Exchange, then the Calculation Agent may in its sole and absolute discretion adjust the performance or composition of the Share Basket or adjust any other Condition, as the Calculation Agent determines appropriate to preserve the economic terms of the Notes. The Calculation Agent will make any conversion necessary for purposes of any such adjustment at an appropriate rate of exchange determined by the Calculation Agent.

Upon the occurrence of any of the events described in this item 5., the Calculation Agent shall give notice to the Agent who shall give notice as soon as practicable to the Issuer and to the Note holders stating the occurrence of the relevant event, and the action proposed to be taken in relation thereto.

6. Calculations and determinations by the Calculation Agent

All calculations and determinations by the Calculation Agent of all items to be determined by it in connection with this Annex 1 shall be made by it in its sole and absolute discretion and, in the absence of manifest error, shall be final and binding on all parties. The Calculation Agent will not have any responsibility to any entity or person for good faith errors or omissions in the calculation by it of any item in connection with the Notes.

7. Brief description of the issuer of each Share in the Share Basket

Below follows a brief description of each issuer of the Shares comprising the Share Basket extracted from the Bloomberg service.

1. JEC US \$

Jacobs Engineering Group Inc. provides engineering, design, and consulting services. The Company also provides construction and construction management services, as well as process plant maintenance services to a variety of industrial, commercial, and governmental clients. Jacobs provides its services through offices and subsidiaries located around the world. See www.jacobs.com.

2. SGR US \$

The Shaw Group Inc. provides engineering, procurement, construction, maintenance, fabrication, manufacturing, consulting, remediation, and facilities management services for government and private sector clients in the power, process, environmental, infrastructure, and emergency response markets. See www.shawgrp.com.

3. FLR US \$

Fluor Corporation is a professional services company offering a diverse range of value-added, knowledge-based services on a worldwide basis. The Company provides design, engineering, procurement, and construction services. Fluor also provides outsourcing of maintenance services and asset operations, equipment rental and sales, business support services, and other services. See www.fluor.com.

4. CBI US

Chicago Bridge & Iron Company N.V. engineers and designs, fabricates, erects, and repairs steel plate structures and their associated systems. The Company builds and repairs bulk liquid terminals, storage tanks, process vessels, and low temperature and cryogenic storage facilities. See www.cbiepc.com.

5. SIE GY €

Siemens AG manufactures a wide range of industrial and consumer products. The Company builds locomotives, traffic control systems, automotive electronics, and engineers electrical power plants. Siemens also provides public and private communications networks, computers, building control systems, medical equipment, and electrical components. The Company operates worldwide. See www.siemens.de

6. ALO FP

Alstom S.A. offers design and infrastructure construction services. The Company builds electricity generating plants, steam and gas turbines, boilers, generators, and electricity distribution networks, and manufactures rail cars, locomotives, railroad signalling equipment, cruise ships, ferries, tankers, and marine equipment. See www.alstom.com.

7. ABBN VX Sfr

ABB Limited provides power and automation technologies. The Company operates under segments that include power products, power systems, automation products, process automation and robotics. See www.abb.com.

8. EMR US

Emerson Electric Co. manufactures and markets electrical, electromechanical, and electronic products and systems. The Company produces a variety of products, including process control, industrial automation, electronics, appliance components, and electric motors. Emerson sells its products around the world. See www.emersonelectric.com.

9. ITRI US \$

Itron, Inc. provides solutions for collecting, communicating, and analyzing electric, gas, and water usage data. The Company sells its products to the utility industry. Itron designs, manufactures, markets, sells, installs, and services hardware, software, and integrated systems for handheld computer-based electronic meter reading and automatic meter reading systems. See www.itron.com.

10. BGC US

General Cable Corporation designs, develops, manufactures, markets, and distributes copper, aluminum, and fibre optic wire and cable products for the communications, electrical, and energy markets. The Company operates around the world. See www.generalcable.com.

11. NEX FP €

Nexans S.A. manufactures cables. The Company produces power transmission and distribution cables, wire rods, bare wires, winding wires, and copper and fiber optic telecommunications cables. Nexans markets its products to the telecommunications, energy generation, aeronautics, construction, automobile, information technology, petrochemicals, and medical equipment industries. See www.nexans.com.

12. SU FP

Schneider Electric SA manufactures power distribution and automation systems. The Company produces circuit breakers, remote installation management equipment, panelboards, programmable logic controllers, industrial control products, detectors, human-machine interfaces, and process controls. Schneider's products are sold under the names Merlin Gerin, Modicon, Square D, and Telemecanique. See www.schneiderelectric.com.

13. NZYMB DC

Novozymes A/S is a biotechnology based company. The Company researches, develops, produces, and sells enzymes for industrial use. Novozymes works within three main segments: the technical enzyme market, the food enzyme market, and the animal feed enzyme market. The Company has a worldwide distribution network, as well as operates sales and service centers online. See www.novozymes.com.

14. ETN US \$

Eaton Corporation manufactures engineered products which serve industrial, vehicle, construction, commercial, and aerospace markets. The Company's principal products include hydraulic products and fluid connectors, electrical power distribution and control equipment, truck drivetrain systems, engine components, and a wide variety of controls. See www.eaton.com.

15. FUM1V FH

Fortum Oyj provides a full range of energy related products and services. The Company's activities cover the generation, distribution, and sale of electricity and heat and steam, as well as

the operation of power plants, and energy-related services. Forum operates worldwide but mainly in Northern Europe. See www.fortum.com.

16. EDF FP €

Electricite de France (EDF) produces, transmits, distributes, imports and exports electricity. The Company, using nuclear power, coal and gas, provides electricity for French energy consumers. Electricite de France is currently working to develop more cost efficient non-polluting energy sources, including nuclear power and batteries for electric cars. See www.edf.fr.

17. EXC US

Exelon Corporation distributes electricity and gas to customers in Illinois and Pennsylvania. The Company also has holdings in infrastructure services, energy services, and telecommunications businesses. See www.exeloncorp.com.

18. SGO FP €

Compagnie de Saint-Gobain manufactures glass products, high-performance materials, and construction materials. The Company produces flat glass, insulation, and glass containers, high-performance ceramics, plastics, and abrasives, and building materials such as roofing, wall facings, mortars, and ductile cast iron pipe. Saint-Gobain also retails building materials. See www.saint-gobain.fr.

END OF FINAL TERMS