



entra

Base prospectus

Final Terms

for

ISIN NO0011041535

2.49%Entra ASA Unsecured Open Bond Issue 2021/2030

Oslo, 5 July 2021

Entra ASA

Final Terms – 2.49% Entra ASA Unsecured Open Green Bond Issue 2021/2030

ISIN: NO0011041535

Terms used herein shall be deemed to be defined as such for the purpose of the conditions set forth in the Base Prospectus clauses 2 Definitions and 13.3 Definitions, these Final Terms and the attached Bond Terms.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/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 Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [Consider any negative target market]. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer['s/s'] 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 manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Bonds 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 ("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in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as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 Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling The Bonds or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling The Bonds or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

This document constitutes the Final Terms of the Bonds described herein pursuant to the Regulation (EU) 2017/1129 and must be read in conjunction with the Base Prospectus dated 29 October 2020.

The Base Prospectus dated 29 October constitutes a base prospectus for the purposes of the Regulation (EU) 2017/1129 the "Base Prospectus").

Final Terms include a summary of each Bond Issue.

These Final Terms and the Base Prospectus are available on the Issuer's website <https://entra.no> or on the Issuer's visit address, Biskop Gunnerus gate 14, 0185 Oslo, Norway, or their successor (s).

1 Summary

The below summary has been prepared in accordance with the disclosure requirements in Article 7 of in the Regulation (EU) 2017/1129 as of 14 June 2017.

Introduction and warning

<i>Disclosure requirement</i>	<i>Disclosure</i>
Warning	This summary should be read as introduction to the Base Prospectus. Any decision to invest in the securities should be based on consideration of the Base Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.
Name and international securities identification number ('ISIN') of the securities.	FRN Entra ASA Unsecured Open Green Bond Issue 2021/2030 with ISIN code NO0011041535.
Identity and contact details of the issuer, including its legal entity identifier ('LEI').	Entra ASA, Biskop Gunnerus gate 14, 0185 Oslo, Norway. Telephone number is +47 21 60 51 00. Registration number 999 296 432 LEI-code ((legal entity identifier): 549300APU14LQKTYCH34.
Identity and contact details of the offeror or of the person asking for admission to trading on a regulated market.	There is no offeror, the Base Prospectus has been produced in connection with listing of the securities on an Exchange. The Issuer is going to ask for admission to trading on a regulated market.
Identity and contact details of the competent authority that approved the prospectus	Financial Supervisory Authority of Norway (Finanstilsynet), Revierstredet 3, 0151 Oslo. Telephone number is +47 22 83 39 50. E-mail: prospekter@finansstilsynet.no .
Date of approval of the prospectus.	The Base Prospectus was approved on 29 October 2020.

Key information on the Issuer

<i>Disclosure requirements</i>	<i>Disclosure</i>
<i>Who is the issuer of the securities</i>	
Domicile and legal form	The Issuer is a public limited liability company incorporated in Norway and primarily organized under the laws of Norway, including the Public Limited Companies Act. LEI-code ((legal entity identifier): 549300APU14LQKTYCH34.
Principal activities	Entra's business concept is to develop, let and manage attractive and environmentally friendly premises as well as exercising active portfolio management through the purchase and sale of properties. Entra's strategy is to deliver profitable growth in the four largest cities in Norway by offering flexible, environmentally friendly office premises close to public transportation hubs. Entra's strategic areas of concentration are Oslo and the surrounding region, Bergen, Stavanger and Trondheim.

Major shareholders	The 20 largest shareholders as of 2 October 2020:				
Investor	Number of shares	% of top 20	% of total	Type	Country
FOLKETRYGDFONDET	20,856,162	22.46 %	11.45 %	Comp.	NOR
NÆRINGS- OG FISKERIDEPARTEMENTET	15,000,000	16.16 %	8.24 %	Comp.	NOR
STATE STREET BANK AND TRUST COMP	10,074,209	10.85 %	5.53 %	Nom.	USA
THE BANK OF NEW YORK MELLON SA/NV	6,226,713	6.71 %	3.42 %	Nom.	NLD
JPMORGAN CHASE BANK, N.A., LONDON	6,000,000	6.46 %	3.29 %	Nom.	GBR
GOLDMAN SACHS INT. - EQUITY	3,852,472	4.15 %	2.12 %	Comp.	GBR
J.P. MORGAN SECURITIES PLC	3,830,558	4.13 %	2.10 %	Comp.	GBR
BNP PARIBAS SECURITIES SERVICES	2,995,560	3.23 %	1.64 %	Nom.	GBR
JPMORGAN CHASE BANK, N.A., LONDON	2,973,243	3.20 %	1.63 %	Nom.	USA
DANSKE INVEST NORSKE INSTIT. II.	2,760,821	2.97 %	1.52 %	Comp.	NOR
MORGAN STANLEY & CO. INTERNATIONAL	2,135,649	2.30 %	1.17 %	Comp.	GBR
KLP AKSJENORGE INDEKS	2,018,243	2.17 %	1.11 %	Comp.	NOR
BNP PARIBAS SECURITIES SERVICES	2,000,004	2.15 %	1.10 %	Nom.	CAN
STATE STREET BANK AND TRUST COMP	1,945,732	2.10 %	1.07 %	Nom.	USA
STATE STREET BANK AND TRUST COMP	1,824,985	1.97 %	1.00 %	Nom.	USA
STATE STREET BANK AND TRUST COMP	1,821,282	1.96 %	1.00 %	Nom.	IRL
BNP PARIBAS SECURITIES SERVICES	1,802,420	1.94 %	0.99 %	Nom.	GBR
VERDIPAPIRFONDET ALFRED BERG GAMBA	1,712,142	1.84 %	0.94 %	Comp.	NOR
STATE STREET BANK AND TRUST COMP	1,612,065	1.74 %	0.89 %	Nom.	USA
JPMORGAN CHASE BANK, N.A., LONDON	1,399,833	1.51 %	0.77 %	Nom.	GBR
Total number owned by top 20	92,842,093	100 %	50.98 %		
Total number of shares	182,132,055		100 %		

There are no arrangements, known to the Company, the operation of which may at a subsequent date result in a change in control of the Company.

Management	Name	Position
	Sonja Horn	Chief Executive Officer
	Anders Olstad	Chief Financial Officer
	Ketil Hoff	Chief Operating Officer
	Per Ola Ulseth	Executive Vice President Project Development
	Åse Lunde	Executive Vice President Digital & Business Development
	Tore Bakken	Executive Vice President Market and Commercial Real Estate Development
	Kristine Hilberg	Executive Vice President HR & Organization

Statutory auditors	Deloitte AS
<i>What is the key financial information regarding the issuer</i>	
Key financial information	

Entra ASA Consolidated

Amounts in NOK million	Q2 Report 2020 Unaudited	Annual Report 2019 Audited
Operating profit (net income)	744	1 780
Net financial debt (long term debt plus short term debt minus cash)	20 433	19 585
Net Cash flows from operating activities	676	1 352
Net Cash flows from financing activities	329	-260
Net Cash flow from investing activities	-1 062	-1 005

Entra ASA

Amounts in NOK million	Annual Report 2019 Audited
Operating profit (net income)	1,780
Net financial debt (long term debt plus short term debt minus cash)	19,585
Net Cash flows from operating activities	-604
Net Cash flows from financing activities	-138
Net Cash flow from investing activities	802

There is no description of any qualifications in the audit report for the Annual Report 2019.

What are the key risk factors that are specific to the issuer

Most material key risk factors

- *Risks relating to interest rate fluctuations*
- *Risks related to the business of the Group and the industry in which the Group operates*
- *Risks related to valuation of the Group's property portfolio*
- *Risks relating to the financial profile of the Group*

Key information on the securities

Disclosure requirements	Disclosure
<i>What are the main features of the securities</i>	
Description of the securities, including ISIN code.	Unsecured Open Green Bond Issue with fixed rate. ISIN code NO0011041535
Currency for the bond issue	NOK
Borrowing Limit and Borrowing Amount	Borrowing Limit NOK 3,000,000,000. • Borrowing Amount 1 st tranche NOK 1,000,000,000.
Denomination – Each Bond	NOK 1,000,000
Any restrictions on the free transferability of the securities.	Not Applicable
Description of the rights attached to the securities, limitations to those rights and ranking of the securities.	Upon the occurrence of a Change of Control Event each Bondholder shall have a right of pre-payment (a "Put Option") of its Bonds at a price of 100 % of par plus accrued interest. See also Status of the bonds and security below.
Information about Issue and Maturity Date, interest rate, instalment and representative of the bondholders	The interest rate is 2.49% p.a. The outstanding bonds will mature in full on the maturity date at a price equal to 100 % of the nominal amount, if not previously redeemed by the e bondholders. The representative of the bondholders is Nordic Trustee AS.
Status of the bonds and security	The Issuer's payment obligations under the Bond Terms shall rank ahead of all subordinated payment obligations of the Issuer and the Bond shall rank pari passu between themselves and will rank at least pari passu with all other obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application). The Bonds are Unsecured. Negative pledge The Issuer shall not, and shall ensure that the Issuer's Subsidiaries do not, incur, create or permit to subsist any security over any of its

	<p>current or future assets or other rights for financial indebtedness which in aggregate exceed 15% (reduced by any use of the 15% allowance under Clause 3.4.2 in the Bond Terms) of the Issuer's consolidated assets.</p> <p>The foregoing shall not prevent or restrict:</p> <p>a) the Issuer or the Issuer's Subsidiaries from providing, beyond such allowance:</p> <ul style="list-style-type: none"> (i) any customary security in connection with trading in securities and financial instruments, (ii) any retention of title or conditional sale arrangement or other customary security arrangement in respect of goods supplied to the Issuer or any Issuer's Subsidiary, (iii) any security arising by operation of law, and not due to the Issuer's or any Issuer's Subsidiary's default, and which secures obligations with a maturity date of 30 - thirty - days or less, and (iv) pledges or assignments in (a) the shares of; and/or (b) claims against any Part-owned Subsidiary as security for external financing related to the same Part-owned Subsidiary. <p>b) Part-owned Subsidiary from freely incurring, creating or permitting to subsist any security over any of its current or future assets or other rights (for its financial commitments).</p> <p>The Issuer shall ensure that the Issuer's Subsidiaries do not incur, create or permit to subsist any financial indebtedness for which the principal debt in aggregate exceeds 15% (reduced by any use of the 15% allowance under Clause 3.4.1 in the Bond Terms) of the Issuer's consolidated assets.</p> <p>The foregoing shall not restrict or prevent</p> <ul style="list-style-type: none"> a) that financial indebtedness in connection with such security allowed pursuant to Clause 3.4.1 (a) (i) throughout (iii) in the Bond Terms can be incurred and permitted to subsist; and b) Part-owned Subsidiaries from freely assuming any financial indebtedness
<p><i>Where will the securities be traded</i></p>	
<p>Indication as to whether the securities offered are or will be the object of an application for admission to trading.</p>	<p>An application for listing will be sent to the Oslo Børs.</p>
<p><i>What are the key risks that are specific to the securities</i></p>	
<p>Most material key risks</p>	
<ul style="list-style-type: none"> • Market risk • Interest rate risk • Credit risk • Subordination • In respect of the bonds issued as "Green Bonds" there can be no assurance that the relevant use of proceeds will be suitable for the investment criteria of an investor 	

Key information on the admission to trading on a regulated market

Disclosure requirements	Disclosure
Under which conditions and timetable can I invest in this security?	<p>The estimate of total expenses related to the admission to trading, please see clause 13.4.5 in the Base Prospectus.</p> <p>Listing fee Oslo Børs NOK 10,338 Registration fee Oslo Børs NOK 16,700</p>
<p><i>Why is the prospectus being produced</i></p> <p>Reasons for the admission to trading on a regulated market and use of.</p>	<p>In connection with listing of the securities on the Oslo Børs.</p> <p>Use of proceeds</p> <p>The purpose of the issue is financing of Eligible Projects as defined in and otherwise in accordance with the Issuer's Green Bonds Framework. However, a failure to comply with the Green Bond Framework shall not constitute an even of default.</p> <p>Entra ASA's Green Bond Framework: https://entra.no/news-and-media/download-article-document/4_entra-asa-green-bond-framework-april-2018.pdf</p> <p>Second opinion by Cicero: https://entra.no/news-and-media/download-article-document/second-opinion-entra-may-2018-1.pdf</p>
Description of material conflicts of interest to the issue including conflicting interests.	The involved persons in the issuer or offer of the bonds have no interest, nor conflicting interests that are material to the bond issue.

2 Detailed information about the security

Generally:

ISIN code:	NO0011041535		
The Loan/The Bonds/The Notes:	2.49% Entra ASA Unsecured Open Green Bond Issue 2021/2030		
Borrower/Issuer:	Entra ASA, Norwegian enterprise no. 999 296 432 and LEI-code 549300APU14LQKTYCH34		
Group:	Means the Issuer and its subsidiaries from time to time.		
Security Type:	Unsecured open green bond issue with floating rate.		
Borrowing Limit – Tap Issue:	NOK	3,000,000,000	
Borrowing Amount 1 st tranche:	NOK	1,000,000,000	
Denomination – Each bond:	NOK	1,000,000	- each and ranking pari passu among themselves
Securities Form:	As set out in the Base Prospectus clause 13.1.		
Publication:	As specified in the Basic Prospectus section 13.4.2.		
Issue Price:	100%		
Disbursement Date/Issue Date:	30 June 2021		
Maturity Date:	1 st February 2030		
Interest Rate:			
Interest Bearing from and Including:	30 June 2021		
Interest Bearing To:	Maturity Date		
Coupon:	2.49% p.a.		
Day Count Convention:	As defined in the Base Prospectus section 13.3		
Day Count Fraction – Secondary Market:	As specified in the Base Prospectus section 13.5.2.a		
Interest Determination Date:	Not Applicable		
Interest Rate Adjustment Date:	Not Applicable		
Interest Payment Date:	Annually, every 1 st February		
Yield:	As defined in the Base Prospectus section 13.3.		
	The Yield is 2.49%.		
	As defined in the Base Prospectus section 13.3.		
Amortisation and Redemption:			
Redemption:	As defined in the Base Prospectus section 13.3 and as specified in the Base Prospectus section 13.4.3, 13.5.1.b and 13.5.2.b.		

The Maturity Date is 1st February 2030

Call Option: Not Applicable

Put Option: As defined in the Base prospectus section 13.3.

Change of Control (Put Option)

- a) Upon the occurrence of a Change of Control Event each Bondholder shall have a right of pre-payment (a “Put Option”) of its Bonds at a price of 100 % of par plus accrued interest.
- b) The Put Option must be exercised within 60 – sixty - days after the Issuer has given notification to the Bond Trustee of a Change of Control Event (the “Put Period”). Such notification shall be given as soon as possible after a Change of Control Event has taken place.
- c) The Put Option may be exercised by the Bondholders by giving written notice of the request to its account manager. The account manager shall notify the Paying Agent of the pre-payment request. The settlement date of the Put Option shall be within 60 – sixty - days after the end of the Put Period.

On the settlement date of the Put Option, the Issuer shall pay to each of the Bondholders holding Bonds to be pre-paid, the principal amount of each such Bond (including any premium pursuant to the Clause 4.6.4 (a) in the Bond Terms and any unpaid interest accrued up to (but not including) the settlement date.

Change of Control Event:

If a shareholder or a group of shareholders acting in concert, directly or indirectly obtains more than 50% of the votes on a general meeting in the Issuer.

(See chapter 1 in the Bond Terms for definitions)

Obligations:

Issuer’s special obligations during the term of the Bond Issue

As specified in the Base Prospectus section 13.4.6.

See chapter 4.2 General covenants and chapter 4.3 Information covenants in the Bond Terms.

Listing:

Listing of the Bond Issue/Marketplace:

As defined in the Base Prospectus section 13.3 and specified in the Base Prospectus section 13.4.5.

Exchange for listing of the Bonds: Oslo Børs

Any restrictions on the free transferability of the securities:

As specified in the Base prospectus section 13.4.10.

Restrictions on the free transferability of the securities: Not Applicable

Purpose/Use of proceeds:

As specified in the Base Prospectus section 13.4.1.

Estimated total expenses related to the offer:

External party	Cost
The Norwegian FSA	NOK 88,000
The stock exchange	NOK 27,038
The Bond Trustee	NOK 89,000 (annual fee)

Estimated net amount of the proceeds: NOK 999,795,962

Use of proceeds:

The purpose of the issue is financing of Eligible Projects as defined in and otherwise in accordance with the Issuer’s Green Bonds Framework.

Entra ASA's Green Bond Framework: https://entra.no/news-and-media/download-article-document/4_entra-asa-green-bond-framework-april-2018.pdf

Second opinion by Cicero: <https://entra.no/news-and-media/download-article-document/second-opinion-entra-may-2018-1.pdf>

Prospectus and Listing fees:	<p>As defined in the Base Prospectus section 13.3 and specified in the Base Prospectus section 13.4.5.</p> <p>Listing fees: Listing fee 2020 (Oslo Børs): NOK 10,338 Registration fee (Oslo Børs): NOK 16,700</p>
Market-making:	<p>As defined in the Base Prospectus section 13.3.</p> <p>No market-making agreement has been entered into.</p>
Approvals:	<p>As specified in the Base Prospectus section 13.4.9.</p> <p>Date of the Board of Directors' approval: 16.12.2019</p>
Bond Terms:	<p>As defined in the Base Prospectus section 13.3 and specified in the Base Prospectus section 13.4.7.</p> <p>By virtue of being registered as a Bondholder (directly or indirectly) with the CSD, the Bondholders are bound by these Bond Terms and any other Finance Document, without any further action required to be taken or formalities to be complied with by the Bond Trustee, the Bondholders, the Issuer or any other party.</p>
Status and security:	<p>As specified in the Base Prospectus section 13.4.6.</p> <p>The Issuer's payment obligations under these Bond Terms shall rank ahead of all subordinated payment obligations of the Issuer and the Bond shall rank pari passu between themselves and will rank at least pari passu with all other obligations of the Issuer (save for such claims which are preferred by bankruptcy, insolvency, liquidation or other similar laws of general application).</p> <p>The Bonds are Unsecured.</p> <p><i>Negative pledge</i></p> <p>The Issuer shall not, and shall ensure that the Issuer's Subsidiaries do not, incur, create or permit to subsist any security over any of its current or future assets or other rights for financial indebtedness which in aggregate exceed 15% (reduced by any use of the 15% allowance under Clause 3.4.2 in the Bond Terms) of the Issuer's consolidated assets.</p> <p>The foregoing shall not prevent or restrict:</p> <ul style="list-style-type: none">a) the Issuer or the Issuer's Subsidiaries from providing, beyond such allowance:<ul style="list-style-type: none">(i) any customary security in connection with trading in securities and financial instruments,(ii) any retention of title or conditional sale arrangement or other customary security arrangement in respect of goods supplied to the Issuer or any Issuer's Subsidiary,(iii) any security arising by operation of law, and not due to the Issuer's or any Issuer's Subsidiary's default, and which secures obligations with a maturity date of 30 - thirty - days or less, and(iv) pledges or assignments in (a) the shares of; and/or (b)

claims against any Part-owned Subsidiary as security for external financing related to the same Part-owned Subsidiary.

- b) Part-owned Subsidiary from freely incurring, creating or permitting to subsist any security over any of its current or future assets or other rights (for its financial commitments).

The Issuer shall ensure that the Issuer's Subsidiaries do not incur, create or permit to subsist any financial indebtedness for which the principal debt in aggregate exceeds 15% (reduced by any use of the 15% allowance under Clause 3.4.1 in the Bond Terms) of the Issuer's consolidated assets.

The foregoing shall not restrict or prevent

- a) that financial indebtedness in connection with such security allowed pursuant to Clause 3.4.1 (a) (i) throughout (iii) in the Bond Terms can be incurred and permitted to subsist; and
- b) Part-owned Subsidiaries from freely assuming any financial indebtedness

Bondholders' meeting/
Voting rights:

As defined in the Base Prospectus section 13.3.

Availability of the Documentation:

<https://entra.no>

Sole Manager:

SEB, Filipstad brygge 1, 0252 Oslo, Norway with LEI code F3JS33DEI6XQ4ZBPTN86.

Bond Trustee:

As defined in the Base prospectus section 13.3.

The Bond Trustee is Nordic Trustee AS, Postboks 1470 Vika, NO-0116 Oslo, Norway.

The Bond Terms will be accessible for free on www.oslobors.no from and including the time of listing of the Bonds.

Paying Agent:

As defined in the Base prospectus section 13.3.

The Paying Agent is DNB Bank ASA

Securities Depository / CSD:

As defined in the Base Prospectus section 13.3 and specified in the Base Prospectus section 13.4.5

Calculation Agent:

As defined in the Base Prospectus section 13.3

Listing fees:

Prospectus fee for the Base Prospectus including template for Final Terms is NOK 88,000.

For listing fees, see Prospectus and listing fees above.

3 Additional information

Advisor

The Issuer has mandated SEB as Sole Manager in relation to the pricing of the Loan.

The Sole Manager will be able to hold position in the Loan.

Interests and conflicts of interest

The involved persons in the Issuer or offer of the Bonds have no interest, nor conflicting interests that are material to the Bond Issue.

Rating

The Issuer has assigned a Baa1 long-term issuer rating from Moody's Investor Service Limited ("Moody's"). The outlook on the rating is stable.

Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009.

There is no official rating of the Loan.

Listing of the Loan:

As defined in the Base Prospectus section 13.3

The Prospectus will be published in Norway. An application for listing at Oslo Børs will be sent as soon as possible after the Issue Date. Each bond is negotiable.

Statement from the Sole Manager

SEB has assisted the Issuer in preparing the prospectus. The Sole Manager has not verified the information contained herein. Accordingly, no representation, warranty or undertaking, express or implied, is made, and the Sole Manager expressly disclaims any legal or financial liability as to the accuracy or completeness of the information contained in this prospectus or any other information supplied in connection with bonds issued by the Issuer or their distribution. The statements made in this paragraph are without prejudice to the responsibility of the Issuer. Each person receiving this prospectus acknowledges that such person has not relied on the Sole Manager nor on any person affiliated with them in connection with its investigation of the accuracy of such information or its investment decision.

Oslo, 5 July 2021

SEB

Sole Manager

www.seb.no