



SBAB BANK AB (publ)

(Incorporated with limited liability in the Kingdom of Sweden)

€13,000,000,000

Euro Medium Term Note Programme

This Supplement (the “Supplement”) constitutes a Supplement to the Offering Circular (as defined below) for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “Prospectus Regulation”) and is prepared in connection with the Euro Medium Term Note Programme (the “Programme”) established by SBAB Bank AB (publ) (the “Issuer”). This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular relating to the Programme dated 6 November 2023, as supplemented by the Supplementary Offering Circulars dated 2 February 2024 and 20 March 2024 (the “Offering Circular”), which (other than in respect of Exempt Notes) together comprise a base prospectus for the purposes of the Prospectus Regulation. Terms defined in the Offering Circular have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer 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 this Supplement

The purpose of this Supplement is (a) to incorporate by reference the unaudited summary financial information of the Issuer for the period 1 January 2024 to 31 March 2024 (the “2024 Q1 Results”), (b) to update the list of members of the Board of Directors and Executive Management, (c) to include a new “Significant or Material Change” statement, (d) to update the “Risk Factors” section and (e) to update the “Use of Proceeds” section.

2024 Q1 Results

On 25 April 2024, the Issuer published its Interim Report January – March 2024 (the “2024 Q1 Report”) available at:

[https://www.sbab.se/download/18.1392bd9a18f0ed6241d340/1713973642791/SBAB%20Bank%20AB%20\(publ\)%20Q1%202024%20\(ENG\).pdf](https://www.sbab.se/download/18.1392bd9a18f0ed6241d340/1713973642791/SBAB%20Bank%20AB%20(publ)%20Q1%202024%20(ENG).pdf).

A copy of the 2024 Q1 Report has been filed with the Central Bank of Ireland and, by virtue of this Supplement, the 2024 Q1 Results (on pages 22 to 55 inclusive of the 2024 Q1 Report) are incorporated in, and form part of, the Offering Circular.

Copies of this Supplement, the Offering Circular and any documents which are incorporated by reference in the Offering Circular can be obtained from the registered office of the Issuer and from the specified offices of the Paying Agents for the time being in London and Luxembourg and are also available for viewing on the Issuer's website at https://www.sbab.se/1/in_english/investor_relations.html.

Board of Directors and Executive Management

As of the date hereof, the Board of Directors of the Issuer is made up of the following members and the list of the Board of Directors on page 159 of the Offering Circular shall be updated with the following:

		Principal outside activities
Jan Sinclair	Chairman	Chairman of AB Sveriges Säkerställda Obligationer (publ), Almi AB, Nilsson Energy AB and Housing cooperative Victorhuset and board member of Hydri AB, STS Alpresor AB, Bipon AB and Jan M.L. Sinclair AB. Acting CEO of Almi AB.
Lars Börjesson	Board Member	Chairman of Top Armbel Holding and Housing cooperative Viktoriahuset. Board member of Taggsvampen Aktiebolag.
Inga-Lill Carlberg	Board Member	Chairman of Trill Impact Microfinance AB and Institute for Financial Research, COO and board member of Trill Impact AB, board member and CEO of Trill Impact Verwaltungs GmbH, board member of Trill Impact Executive Holding AB, Trill Impact Ventures Holding AB, Trill Impact Ventures AB, Trill Impact Ventures Pharma 1 AB, Trill Impact (General Partner) S.à.r.l., Trill Impact Ventures (General Partners) S.à r.l., TIPE II (GP) S.à r.l. and Cberg Invest AB.
Jenny Lahrin	Board Member	Board member of PostNord AB, Saminvest AB, V.S. VisitSweden AB and AB Göta kanalbolag. Chairman of Housing cooperative Badhotellet i Saltsjöbaden and Senior Advisor at the Government Offices of Sweden.
Jane Lundgren Ericsson	Board Member	Chairman of Bagarmossen Kärrtorp Bollklubb. Board member of AB Sveriges Säkerställda Obligationer (publ), Visma Financial Solutions AB, Copperstone Resources AB (publ), Bokio AB, Miskatonic Ventures Aktiebolag, Flex Services Sverige AB and Inyett AB, board member and CEO of Flex Applications Stockholm AB. CEO at Flex Applications Sverige AB.
Synnöve Trygg	Board Member	Board member of AB Sveriges Säkerställda Obligationer (publ). Board member and Vice Chair of Volvofinans Bank AB.
John Sætre	Board Member	Chairman of Clinsj AS

Wenche Martinussen	Board Member	Sales and Marketing Director, BI Norwegian Business School.
Fredrik Sauter	Board Member	Board Member of American Express Europe S.A. and Board Member of Thaning Consulting AB.
Karin Neville	Board Member, Employee Representative, SBAB	-
Margareta Naumburg	Board Member, Employee Representative, SBAB	-
Therese Sandberg	Deputy Board Member, Employee Representative, SBAB	-
David Larsson	Deputy Board Member, Employee Representative, SBAB	-

As of the date hereof, the Executive Management of the Issuer is made up of the following members and the list of the members of the Executive Management of the Issuer on page 160 of the Offering Circular shall be updated with the following:

		Principal outside activities
Mikael Inglander	Chief Executive Officer	Board member of AB Sveriges Säkerställda Obligationer (publ), Suppleant Svenska Bankföreningens styrelse and Booli Search Technologies AB.
Peter Svensén	Chief Financial Officer	-
Deniz Güler	Chief Risk Officer	-
Liv Forsström	Head of Human Resources	-
Carl Olsson	Head of Business Specialist	-
Robin Silfverhielm	Chief Experience Officer	Chairman of Booli Search Technologies AB.
Malou Sjörin	Head of Sustainability, Marketing and Communication	Board member of Booli Search Technologies AB.
Marko Ivanic	Chief Technology Officer	-
Sara Davidgård	Head of Business Area Private	-
Stefan Andersson	Head of Business Area Company & tenant-owner associations	-

Significant or Material Change

The paragraph headed “Significant or Material Change” on page 177 of the Offering Circular shall be updated with the following:

Significant or Material Change

There has been no significant change in the financial performance or financial position of the SBAB Group since 31 March 2024 and there has been no material adverse change in the prospects of the Issuer since 31 December 2023.

Risk Factors

In the “*Risk Factors – Risks Relating to the Notes – Risks related to the structure of a particular issue of Notes*” section, all references in the Risk Factor entitled “*In respect of any Notes issued with a specific use of proceeds, such as a “green bond”, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor*” to “Eligible Green Loans” shall be amended to “Green Loans”.

Use of Proceeds

The section headed “Use of Proceeds” on pages 150 to 152 (inclusive) of the Offering Circular shall be updated with the following:

USE OF PROCEEDS

The net proceeds from each issue of Notes will be applied by SBAB for the general financing of SBAB’s and the SBAB Group’s business activities. In addition, where the Notes are stated to be “Green Bonds” in “Reasons for the Offer” in Part B of the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement), an amount equal to the net proceeds from each such issue of Green Bonds will be used as described in this “Use of Proceeds” section. If specified otherwise in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement), the net proceeds from the issue of the relevant Notes will be used as so specified.

For any Green Bonds, an amount equal to the net proceeds of the issue of the Green Bonds will be allocated to the financing and/or refinancing, in whole or in part, of Green Loans (as defined below) or to repay Green Bonds. The SBAB Group will use a green registry, on a portfolio basis, to track the Green Loans and the net proceeds from each Green Bond issuance. The green registry ensures that Green Bond net proceeds only support the financing of Green Loans.

The process for Green Loan selection and evaluation, as further detailed in the SBAB Group’s Green Bond Framework, is based on the same standard decision-making processes and policies as well as the standard credit process applied for all lending activities within the SBAB Group.

“**Green Loans**” means loans by SBAB and/or the SBAB Group (including where already disbursed) for the purpose of financing and/or refinancing assets or activities which fall into one of the following categories (as identified by the SBAB Group in the SBAB Group’s Green Bond Framework):

- *New buildings (built after 2020)*
 - New Buildings designed to achieve a net Primary Energy Demand (“**PED**”) that is at least 10 per cent. lower than the level required by the Swedish building regulation (“**BBR**”).
- *Existing buildings (built before 2021)*
 - Buildings with an Energy Performance Certificate (EPC) of class A or determined to belong in the top 15 per cent. of the national or regional building stock expressed as PED and demonstrated by adequate evidence, e. g. through a specialist study or as concluded in relevant statistics.
- *Major renovations*
 - Major renovations complying with one of the following criterion:

- The building renovation leads to a reduction in energy use of at least 30% compared to the pre-investment situation, or;
 - The building renovation meets minimum energy performance requirements of the national building regulation for major renovations.
- *Building energy efficiency measures*
 - Direct costs (e.g. material, installation and labour costs) for installing energy efficient technologies or other energy saving measures during the construction, maintenance and service phase of a building. These measures may include energy management systems, AI and data solutions, energy efficient windows, extended or improved insulation, heat exchangers, heat pumps or costs for enabling renewable energy sources such as photovoltaic systems and charging stations for electric vehicles.

The SBAB Group will not knowingly allocate proceeds from any Green Bond to loans for which the purpose of the project is fossil energy production, nuclear energy generation, weapons and defence, potentially environmentally harmful resource extraction (such as rare-earth elements or fossil fuels), gambling or tobacco.

The SBAB Group will hold or invest any unallocated Green Bond net proceeds, at its own discretion, in its liquidity portfolio managed by SBAB in accordance with SBAB's liquidity portfolio policy. For the avoidance of doubt, temporary holdings will not be placed in entities with a business plan focused on fossil energy generation, nuclear energy generation, research and/or development within weapons and defence, environmentally negative resource extraction, gambling or tobacco.

The use of proceeds for "Green Bonds" described in this section, including the definition of Green Loans, reflects the SBAB Group's Green Bond Framework as it exists today. The SBAB Group's Green Bond Framework is developed to align with International Capital Market Association's Green Bond Principles (as of 2021 with June 2022 Appendix 1). The Issuer may in the future update and/or amend the SBAB Group's Green Bond Framework to e.g., align the framework with changing market standards and evolving green bond regulation and guidelines. Therefore, the description of use of proceeds for the "Green Bonds" in this section, including the definition of Green Loans, is subject to change.

"SBAB Group's Green Bond Framework" means the Green Bond Framework 2024 of the SBAB Group published on its website (https://www.sbab.se/1/in_english/investor_relations/investor_relations/the_sbab_groups_funding_programmes/sbab_-_unsecured_funding/sbab_green_bond.html), including as amended, supplemented, restated or otherwise updated from time to time on the website of the SBAB Group, relating to the issuance of Green Bonds.

The SBAB Group will annually, and until the maturity of all Green Bonds issued, provide investors with a report describing the allocation of proceeds and the environmental impact of the Green Loans (the **"Green Bond Report"**) on its website. The allocation report will include the following information: (i) a summary of Green Bond developments; (ii) the nominal amount of Green Bonds outstanding; (iii) the balance of Green Loans in the Green Registry (as defined in the SBAB Group's Green Bond Framework) (including any temporary investments and Green Bond repayments); (iv) the relative share of new financing versus refinancing; (v) the total aggregated proportion of Green Bond net proceeds used per Green Loan Category (as detailed in the SBAB Group's Green Bond Framework); and (vi) the share of the Green Asset Portfolio's (as defined in the SBAB Group's Green Bond Framework) which is in alignment with the EU Taxonomy Climate Delegated Act. The impact reporting aims to disclose the positive environmental impact of the Green Loans financed under the SBAB Group's Green Bond Framework, based on the SBAB Group's financed share of the total investment. The report will, to the extent feasible, also contain relevant descriptions of methodology, baselines and assumptions used in the impact calculations. Given the large number of Green

Loans, and considering the General Data Protection Regulation (GDPR), the SBAB Group intends to show an aggregation of the Green Loan volume and greenhouse gas (“GHG”) avoided or reduced as a result of the Green Loans financed with Green Bonds. The impact assessment is provided with the reservation that not all related data can be obtained and that calculations therefore will be made on a best effort basis. The impact assessment will, if applicable, be based on these key performance indicators: (i) expected aggregated energy savings (kWh/year); and (ii) expected aggregated GHG emissions reduced/avoided (tonnes/year). Each Green Bond Report will be published on the website of the SBAB Group.

On an annual basis, and until the maturity of all Green Bonds issued, the SBAB Group further intends to engage an independent external party to provide a review confirming that an amount equal to the Green Bond net proceeds has been allocated to Green Loans.

An independent second party opinion (the “**Second Party Opinion**”) on the SBAB Group’s Green Bond Framework has been issued by Sustainalytics and is available on the green bond pages of the website of the SBAB Group

at https://www.sbab.se/1/in_english/investor_relations/investor_relations/the_sbab_groups_funding_programmes/sbab_-_unsecured_funding/sbab_green_bond.html.

None of the SBAB Group’s Green Bond Framework, any Second Party Opinion, any Green Bond Report, any limited assurance report nor any of the other above investor reports, verification assessments, opinions or the contents of any of the above websites are incorporated in or form part of this Offering Circular.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by SBAB) which may be made available in connection with the issue of any Green Bonds or with the ability of any Green Loan to fulfil any environmental, sustainability, social and/or other criteria. Neither any such opinion or certification nor the SBAB Group’s Green Bond Framework are, nor should be deemed to be, a recommendation by either SBAB, the Arranger or any of the Dealers or any other person to buy, sell or hold any such Green Bonds. Any such opinion or certification is only current as at the date that opinion or certification was initially issued. Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in such Green Bonds. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight. Prospective investors in any Green Bonds should also refer to “*Risk Factors – Risks Relating to the Notes – Risks related to the structure of a particular issue of Notes – In respect of any Notes issued with a specific use of proceeds, such as a “green bond”, there can be no assurance that such use of proceeds will be suitable for the investment criteria of an investor*”.

General Information

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

To the extent that any document or information incorporated by reference itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplement for the purposes of the Prospectus Regulation, except where such information or documents are stated within this Supplement as specifically being incorporated by reference or where this Supplement is specifically defined as including such information.

The parts of any document incorporated by reference which are not incorporated by reference in the Offering Circular are either not relevant for investors or are covered elsewhere in the Offering Circular.

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