

Supplementary Offering Circular: dated 15 February 2021



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 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 (the “Offering Circular”) relating to the Programme dated 30 October 2020, which (other than in respect of Exempt Notes) comprises 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 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 a document of the Issuer entitled “Year-end Report 1 January – 31 December 2020” (the “Year-end Report”), including its unaudited financial information for the twelve month period from 1 January 2020 to 31 December 2020, (b) to update the list of members of the Board of Directors, (c) to include a new “Significant or Material Change” statement, (d) to update the “Important Information” section, (e) to update the “Overview of the Programme and Terms and Conditions of the Notes” section, (f) to update the “Risk Factors” section, (g) to amend the Form of Final Terms, (h) to amend the Form of Pricing Supplement, (i) to make certain amendments to the Terms and Conditions of the Notes, and (j) to update the address of the VPS Trustee.

Issuer’s Year-end Report 1 January – 31 December 2020

On 11 February 2021, the Issuer published its Year-end Report which is available at https://www.sbab.se/download/18.479067b71773fa213c372b/1612977332785/SBAB_Q4_2020_FINAL_ENG.pdf. A copy of the Year-end Report has been filed with the Central Bank of Ireland and, by virtue of this Supplement, the Year-end Report is incorporated in, and forms 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

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 149 of the Offering Circular shall be deleted and replaced with the following:

		Principal outside activities
Jan Sinclair	Chairman	Chairman of AB Sveriges Säkerställda Obligationer (publ), chairman of AB Victorhuset and board member of STS Alpresor, Bipon AB, FCG Holding Sverige AB and JML Sinclair AB.

Lars Börjesson	Board Member	Board member of Taggsvampen AB and Dovana Holding AB. CEO of KGH Customs Services.
Inga-Lill Carlberg	Board Member	COO and board member of Trill Impact AB and chair of Stiftelsen för Finansforskning.
Daniel Kristiansson	Board Member	Board member of Swedfund International AB and stiftelsen Industrifonden. Under-secretary at the Government Offices of Sweden.
Jane Lundgren Ericsson	Board Member	Board member of AB Sveriges Säkerställda Obligationer (publ). Board member and chief legal counsel at Visma Finance AB
Synnöve Trygg	Board Member	Board member of PreciceBiometrics AB, Volvo Finans Bank AB and Valitor hf. CEO of Synnöve Trygg Consulting AB.
Leif Pagrotsky	Board Member	Chairman of Beckmans Skola Aktiebolag, Husvärden L Larsson & Co AB and Smartilizer Scandinavia AB.
Johan Prom	Board Member	Board member of Fredrikshovs Slott AB.
Anders Heder	Board Member, Employee Representative, SBAB	-
Margareta Naumburg	Board Member, Employee Representative, SBAB	-
Jenny Gustafsson	Deputy Board Member, Employee Representative, SBAB	-
David Larsson	Deputy Board Member, Employee Representative, SBAB	-

Significant or Material Change

The paragraph headed “Significant or Material Change” on page 165 of the Offering Circular shall be deleted and replaced 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 December 2020. Save as set out in “*Note A:5 Events after the balance sheet date – Impact of the Coronavirus (COVID-19) on the SBAB Group*” on page 112 of the Annual Report 2019, there has been no material adverse change in the prospects of the Issuer since 31 December 2019.

Important Information

In the “Important Information” section:

1. The following shall be inserted as a new section below the section headed “*MIFID II PRODUCT GOVERNANCE – TARGET MARKET*” on page 6 of the Offering Circular:

UK MiFIR PRODUCT GOVERNANCE – TARGET MARKET

The Final Terms in respect of any Notes (or Pricing Supplement, in the case of Exempt Notes) may include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

2. The section headed “*IMPORTANT — EEA AND UK RETAIL INVESTORS*” on page 6 of the Offering Circular shall be deleted and replaced with the following:

IMPORTANT – EEA RETAIL INVESTORS

If the applicable Final Terms (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to EEA Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “*Insurance Distribution Directive*”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No. 1286/2014 on key information documents for packaged retail and insurance-based investment products (the “*PRIIPs Regulation*”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

3. The following shall be inserted as a new section below the section now headed “*IMPORTANT — EEA RETAIL INVESTORS*” on page 6 of the Offering Circular:

IMPORTANT – UK RETAIL INVESTORS

If the applicable Final Terms (or Pricing Supplement, in the case of Exempt Notes) includes a legend entitled “Prohibition of Sales to UK Retail Investors”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“*EUWA*”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 and any rules or regulations made under the Financial Services and Markets Act 2000 to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No

600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “*UK PRIIPs Regulation*”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Overview of the Programme and Terms and Conditions of the Notes

In the “Overview of the Programme and Terms and Conditions of the Notes” section:

1. The second and third paragraphs in the item entitled “Redemption” on page 12 of the Offering Circular shall be deleted and replaced with the following:

In respect of Senior Preferred Notes, if Investor Put is specified as applying in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement) the Notes may be redeemed at the option of the Noteholders before their stated maturity as described in Condition 6(d)(i). In addition, Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms (or in the case of Exempt Notes, Pricing Supplement)) and Senior Non-Preferred Notes may be redeemed prior to their stated maturity upon the occurrence of an MREL Disqualification Event (as defined in Condition 6(g)) and Subordinated Notes may be redeemed prior to their stated maturity upon the occurrence of a Capital Event (as defined in Condition 6(f)). No such early redemption or purchase of Notes may be made without the prior permission of the Relevant Regulator (as defined in the Conditions) if such permission is required.

Notes may also be redeemed prior to their stated maturity if as a result of any actual or proposed change in, or amendment to, the laws of the Kingdom of Sweden which change becomes effective after the Issue Date of the Notes, the Issuer would be obliged to pay additional amounts in respect of any Notes due to any deduction for or on account of withholding taxes imposed within the Kingdom of Sweden pursuant to Condition 7 or, if so specified in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement), upon the occurrence of a Tax Event (as defined in Condition 6(b)). No such early redemption or purchase of Notes may be made without the prior permission of the Relevant Regulator (as defined in the Conditions) if such permission is required.

2. The item entitled “Senior Non-Preferred Notes and Subordinated Notes – Substitution or Variation” on page 14 of the Offering Circular shall be deleted and replaced with the following:

Senior Preferred Notes, Senior Non-Preferred Notes and Subordinated Notes – Substitution or Variation:

If the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement) specify that Condition 6(h) applies, if at any time (in the case of Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement)) or Senior Non-Preferred Notes) an MREL Disqualification Event occurs or (in the case of Subordinated Notes) a Capital Event occurs or if at any time (in the case of any Notes) if Tax Event is specified as being applicable in the applicable Final Terms (or in the case of Exempt Notes, Pricing Supplement) a Tax Event occurs or the Issuer is required to pay additional amounts in accordance with Condition

6(b)(i)(A) or Condition 6(b)(ii)(A), then the Issuer may, subject to the prior permission of the Relevant Regulator (if such permission is required), substitute or vary the terms of such Senior Preferred Notes, Senior Non-Preferred Notes or Subordinated Notes, as the case may be, so that they remain, or become, Senior Preferred Qualifying Securities, Senior Non-Preferred Qualifying Securities or Subordinated Qualifying Securities, as the case may be, as provided in Condition 6(h).

Risk Factors

In the “Risk Factors – Risks Relating to the Notes – Risks related to the structure of a particular issue of Notes” section:

1. The Risk Factor entitled “Redemption of Senior Non-Preferred Notes and Subordinated Notes may be subject to the prior permission of the Relevant Regulator and the Issuer may elect not to call such Senior Non-Preferred Notes or Subordinated Notes: holders have no right to request the redemption of such Senior Non-Preferred Notes or Subordinated Notes” on page 31 of the Offering Circular shall be deleted and replaced with the following:

Redemption of Notes may be subject to the prior permission of the Relevant Regulator and the Issuer may elect not to call such Notes; holders have no right to request the redemption of Senior Non-Preferred Notes or Subordinated Notes or (unless a put option is specified as being applicable at the time of issue) Senior Preferred Notes

In addition to the call rights described below in the risk factor “*If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return*”, Notes may contain provisions allowing the Issuer to call them after a minimum period of, for example, five years. To exercise any such call option, the Issuer may need the prior permission of the Relevant Regulator (if permission is required).

Other than in the case of redemption of Senior Preferred Notes pursuant to Condition 6(d) where Investor Put is specified as being applicable in the applicable Final Terms (or in the case of Exempt Notes, Pricing Supplement), holders of Notes have no rights to call for the redemption of Notes.

Holders of Notes should not invest in Notes in the expectation that a call option of the Issuer (if included) will be exercised by the Issuer. In order for such Notes to be redeemed, the Relevant Regulator must first agree to permit such a call, if such permission is required, taking into account the regulatory capital and/or eligible liabilities position of the Issuer at the relevant time and certain regulatory conditions (the same may be true if any Senior Preferred Notes are to be redeemed pursuant to Condition 6(d) where Investor Put is specified as being applicable in the applicable Final Terms (or in the case of Exempt Notes, Pricing Supplement)). For example, in respect of Subordinated Notes, these regulatory conditions include the requirement under CRR II that, if the Subordinated Notes are to be redeemed during the first five years after their issuance, the Issuer must demonstrate to the satisfaction of the Relevant Regulator that the event triggering such redemption was not reasonably foreseeable at the time of the issue of such Notes and, in the case of a call relating to the tax treatment of such Notes, that the adverse treatment is material and, in the case of a call relating to a Capital Event, that such change is sufficiently certain. These conditions, as well as a number of other technical rules and standards relating to regulatory capital and/or MREL requirements applicable to the Issuer, should be taken into account by the Relevant

Regulator in its assessment of whether or not to permit any redemption or repurchase of Notes. It is uncertain how the Relevant Regulator will apply these criteria in practice and such rules and standards may change during the life of the Notes. It is therefore difficult to predict whether at any time, and on what terms, the Relevant Regulator will permit any early redemption or repurchase of the Notes.

Even if the Issuer is given prior permissions by the Relevant Regulator, any decision by the Issuer as to whether it will exercise calls in respect of such Notes will be taken at the absolute discretion of the Issuer with regard to factors such as the economic impact of exercising such calls, the regulatory capital/MREL requirements of the Issuer and/or the SBAB Group, prevailing market conditions and regulatory developments. Holders of Notes should be aware that they may be required to bear the financial risks of an investment in any Notes until their maturity.

2. The Risk Factor entitled “Substitution or Variation of Senior Non-Preferred Notes and Subordinated Notes” on page 32 of the Offering Circular shall be deleted and replaced with the following:

Substitution or Variation of Notes

Where the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement) specify that Condition 6(h) applies, if at any time in the case of Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement)) or Senior Non-Preferred Notes an MREL Disqualification Event or, in the case of Subordinated Notes, a Capital Event occurs or if at any time (in the case of any Notes) if Tax Event is specified as being applicable in the applicable Final Terms (or in the case of Exempt Notes, Pricing Supplement) a Tax Event occurs or the Issuer is required to pay additional amounts in accordance with Condition 6(b)(i)(A) or Condition 6(b)(ii)(A), then the Issuer may, subject to the prior permission of the Relevant Regulator (if such permission is required) and without any requirement for the consent or approval of Noteholders, substitute or vary the terms of Senior Preferred Notes, Senior Non-Preferred Notes or Subordinated Notes, as the case may be, so that they remain, or become, Senior Preferred Qualifying Securities, Senior Non-Preferred Qualifying Securities or Subordinated Qualifying Securities, as the case may be, as provided in Condition 6(h).

Any such substitution or variation may have adverse consequences for Noteholders, dependent on a number of factors, including the nature and terms and conditions of the relevant Senior Preferred Qualifying Securities, Senior Non-Preferred Qualifying Securities or Subordinated Qualifying Securities and the tax laws to which a particular Noteholder is subject. While the Issuer cannot make changes to the terms of any such Series of Notes that, acting reasonably, are materially less favourable to the holders of the relevant Series of Notes as a class, no assurance can be given as to whether any of these changes will negatively affect any particular holder.

3. The Risk Factor entitled “If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return” on page 33 of the Offering Circular shall be deleted and replaced with the following:

If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return

The Issuer may issue Notes which entitle the Issuer to redeem such Notes prior to their maturity date at its option and at a price which may be less than the current market price of those Notes. An optional redemption feature is likely to limit the market value of Notes. During any

period when the Issuer may elect to redeem Notes, the market value of such Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

In the event that the Issuer would be obliged to pay additional amounts in respect of any Notes due to any deduction for or on account of withholding taxes imposed within the Kingdom of Sweden pursuant to Condition 7, the Issuer may redeem all outstanding Notes in accordance with Condition 6(b). The Issuer may also be entitled to redeem any Notes if the tax treatment for the Issuer in respect of such Notes is negatively altered after the issue date (as set forth in Condition 6(b) and subject to “Tax Event” being specified as applicable in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement)). In addition, the Issuer may be entitled to redeem Notes (in the case of Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement)) and Senior Non-Preferred Notes) if an MREL Disqualification Event (as defined in Condition 6(g)) occurs or (in the case of Subordinated Notes) a Capital Event (as defined in Condition 6(f)) occurs, in each case subject to the prior permission of the Relevant Regulator if such permission is required (see “Redemption of Notes may be subject to the prior permission of the Relevant Regulator and the Issuer may elect not to call such Notes; holders have no right to request the redemption of Senior Non-Preferred Notes or Subordinated Notes or (unless a put option is specified as being applicable at the time of issue) Senior Preferred Notes” above).

In relation to any issue of Notes, if Issuer Call is specified as applying in the applicable Final Terms (or, in the case of Exempt Notes, Pricing Supplement), the Issuer shall be entitled to redeem Notes on any Optional Redemption Date(s) and at the Optional Redemption Amount specified therein, subject to the prior permission of the Relevant Regulator if such permission is required.

The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on such Notes. In the case of any early redemption, an investor may not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

Form of Final Terms

In the Form of Final Terms:

1. The second paragraph on page 49 of the Offering Circular headed “[**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – ...**]” shall be deleted and replaced with the following:

[UK MIFIR 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“*COBS*”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of United Kingdom (“*UK*”) domestic law by virtue of the European Union (Withdrawal) Act 2018 (“*UK MiFIR*”); 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the “*UK MiFIR Product Governance Rules*”) 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 Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “*EEA*”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU on markets in financial instruments (as amended, “*MiFID II*”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “*Insurance Distribution Directive*”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation (as defined below). Consequently no key information document required by Regulation (EU) No. 1286/2014 on key information documents for packaged retail and insurance-based investment products (the “*PRIIPs Regulation*”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“*UK*”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“*EUWA*”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 and any rules or regulations made under the Financial Services and Markets Act 2000 to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “*UK PRIIPs Regulation*”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

2. Part A item 19 on page 57 of the Offering Circular shall be deleted and replaced with the following:

19	Optional Redemption for Subordinated Notes/Senior Non-Preferred Notes/Senior Preferred Notes	[Applicable/Not Applicable]
	(i) Special Event Redemption:	
	• Tax Event:	[Applicable – Early Redemption Amount (Tax Event): [] per Calculation Amount]/[Not Applicable]
	• Capital Event:	[Early Redemption Amount (Capital Event): [] per Calculation Amount]/[Not Applicable] (<i>Only applicable in the case of Subordinated Notes</i>)

- MREL Disqualification Event: [Early Redemption Amount (MREL Disqualification Event): [] per Calculation Amount]/[Not Applicable] *(Only applicable in the case of Senior Non-Preferred Notes)*
 - MREL Disqualification Event – Senior Preferred Notes: [Applicable – Early Redemption Amount (MREL Disqualification Event): [] per Calculation Amount]/[Not Applicable] *(Only applicable in the case of Senior Preferred Notes)*
- (ii) Variation or Substitution: [Applicable – Condition 6(h) applies/Not Applicable]

3. Part B item 9 (*Prohibition of Sales to EEA and UK Retail Investors*) on page 61 of the Offering Circular shall be deleted and replaced with the following:

9 PROHIBITION OF SALES TO EEA RETAIL INVESTORS

[Not Applicable] *(If the Notes being offered do not constitute "packaged" products, "Not Applicable" should be specified)*

[Applicable] *(If the Notes may constitute "packaged" products, "Applicable" should be specified unless the Issuer has drawn up a key information document in accordance with the PRIIPs Regulation)*

4. In Part B, insert the following as a new item 10 on page 61 of the Offering Circular:

10 PROHIBITION OF SALES TO UK RETAIL INVESTORS

[Not Applicable] *(If the Notes being offered do not constitute "packaged" products, "Not Applicable" should be specified)*

[Applicable] *(If the Notes may constitute "packaged" products, "Applicable" should be specified unless the Issuer has drawn up a key information document in accordance with the UK PRIIPs Regulation)*

Form of Pricing Supplement

In the Form of Pricing Supplement:

1. The fourth paragraph on page 62 of the Offering Circular headed “[**PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS – ...**]” shall be deleted and replaced with the following:

[UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET – [appropriate target market legend to be included]]

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “*EEA*”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU on markets in financial instruments (as amended, “*MiFID II*”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “*Insurance Distribution Directive*”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “*Prospectus Regulation*”). Consequently no key information

document required by Regulation (EU) No. 1286/2014 on key information documents for packaged retail and insurance-based investment products (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]²

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 and any rules or regulations made under the Financial Services and Markets Act 2000 to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]³

2. Part A item 19 on page 73 of the Offering Circular shall be deleted and replaced with the following:

19	Optional Redemption for Subordinated Notes/Senior Non-Preferred Notes/Senior Preferred Notes	[Applicable/Not Applicable]
	(i) Special Event Redemption:	
	• Tax Event:	[Applicable – Early Redemption Amount (Tax Event): [] per Calculation Amount]/[Not Applicable]
	• Capital Event:	[Early Redemption Amount (Capital Event): [] per Calculation Amount]/[Not Applicable] <i>(Only applicable in the case of Subordinated Notes)</i>
	• MREL Disqualification Event:	[Early Redemption Amount (MREL Disqualification Event): [] per Calculation Amount]/[Not Applicable] <i>(Only applicable in the case of Senior Non-Preferred Notes)</i>

² Delete legend if the Notes do not constitute "packaged" products for the purposes of the PRIIPs Regulation, in which case, insert "Not Applicable" in paragraph 7 of Part B below. Include legend if the Notes may constitute "packaged" products and the Issuer intends to prohibit the Notes being offered, sold or otherwise made available to EEA retail investors. In this case, insert "Applicable" in paragraph 7 of Part B below.

³ Delete legend if the Notes do not constitute "packaged" products for the purposes of the UK PRIIPs Regulation, in which case, insert "Not Applicable" in paragraph 8 of Part B below. Include legend if the Notes may constitute "packaged" products and the Issuer intends to prohibit the Notes being offered, sold or otherwise made available to UK retail investors. In this case, insert "Applicable" in paragraph 8 of Part B below.

- MREL Disqualification Event – Senior Preferred Notes: [Applicable – Early Redemption Amount (MREL Disqualification Event): [] per Calculation Amount]/[Not Applicable] *(Only applicable in the case of Senior Preferred Notes)*
- (ii) Variation or Substitution: [Applicable – Condition 6(h) applies/Not Applicable]

3. Part B item 7 (*Prohibition of Sales to EEA and UK Retail Investors*) on page 78 of the Offering Circular shall be deleted and replaced with the following:

7 PROHIBITION OF SALES TO EEA RETAIL INVESTORS

[Not Applicable] *(If the Notes being offered do not constitute "packaged" products, "Not Applicable" should be specified)*

[Applicable] *(If the Notes may constitute "packaged" products, "Applicable" should be specified unless the Issuer has drawn up a key information document in accordance with the PRIIPs Regulation)*

4. In Part B, insert the following as a new item 8 on page 78 of the Offering Circular:

8 PROHIBITION OF SALES TO UK RETAIL INVESTORS

[Not Applicable] *(If the Notes being offered do not constitute "packaged" products, "Not Applicable" should be specified)*

[Applicable] *(If the Notes may constitute "packaged" products, "Applicable" should be specified unless the Issuer has drawn up a key information document in accordance with the UK PRIIPs Regulation)*

Terms and Conditions of the Notes

In the Terms and Conditions of the Notes:

1. The second full paragraph on page 80 of the Offering Circular shall be deleted and replaced with the following:

References herein to “*Exempt Notes*” are to Notes which are neither admitted to trading on a regulated market in the European Economic Area (the “*EEA*”) nor offered in the EEA in circumstances where a prospectus is required to be published under the Prospectus Regulation. For the purposes of these Conditions, “*Prospectus Regulation*” means Regulation (EU) 2017/1129.

2. The definition of “Relevant Regulator” in Condition 3(e) on page 88 of the Offering Circular shall be deleted and replaced with the following:

“*Relevant Regulator*” means (i) (in respect of the Subordinated Notes) the Swedish FSA and (ii) (in respect of the Senior Preferred Notes and the Senior Non-Preferred Notes) the Swedish National Debt Office (Sw. Riksgälden) (in its capacity as resolution authority) or such other authority tasked with matters relating to the qualification of securities of the Issuer and/or the SBAB Group, as the case may be, under the Applicable MREL Regulations;

3. The last paragraph of Condition 4(b)(ii)(A)(A) on page 95 of the Offering Circular shall be deleted and replaced with the following:

provided that if the application of (A)(2) or (A)(3) could, in the determination of the Issuer, reasonably be expected to prejudice the qualification of the relevant Series of Subordinated Notes as Tier 2 Capital or the relevant Series of Senior Preferred Notes or relevant Series of Senior Non-Preferred Notes as MREL Eligible Liabilities, then (A)(1) above will apply; or

4. Condition 4(b)(ii)(A)(B)(2) on pages 95 and 96 of the Offering Circular shall be deleted and replaced with the following:

(2) if Subsequent Reset Rate Last Observable Mid-Swap Rate Final Fallback is specified in the applicable Final Terms as being applicable, (A) the last observable rate for swaps in the Specified Currency with a term equal to the relevant Reset Period which appears on the Relevant Screen Page and (B) the Subsequent Margin, provided that if the application of this paragraph (B)(2), in the determination of the Issuer, could reasonably be expected to prejudice the qualification of the relevant Series of Subordinated Notes as Tier 2 Capital or the relevant Series of Senior Preferred Notes or relevant Series of Senior Non-Preferred Notes as MREL Eligible Liabilities, then (B)(1) above will apply,

5. The third and fourth paragraphs of Condition 4(d)(iv) on pages 115 and 116 of the Offering Circular shall be deleted and replaced with the following:

Notwithstanding any other provision of this Condition 4(d), no Successor Rate or Alternative Rate will be adopted, nor will the applicable Adjustment Spread be applied, nor will any Benchmark Amendments be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the relevant Series of Subordinated Notes as Tier 2 Capital or the relevant Series of Senior Preferred Notes or relevant Series of Senior Non-Preferred Notes as MREL Eligible Liabilities.

In the case of Senior Preferred Notes or Senior Non-Preferred Notes only, no Successor Rate or Alternative Rate (as applicable) will be adopted, and no other amendments to the terms of such Notes will be made pursuant to this Condition 4(d), if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to result in the Relevant Regulator treating any Interest Payment Date or Reset Date, as the case may be, as the effective maturity of the Notes, rather than the relevant Maturity Date.

6. The third and fourth paragraphs of Condition 4(e)(iii) on page 119 of the Offering Circular shall be deleted and replaced with the following:

Notwithstanding any other provision of this Condition 4(e), no SOFR Benchmark Replacement will be adopted, nor will any Benchmark Amendments be made, if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to prejudice the qualification of the relevant Series of Subordinated Notes as Tier 2 Capital or the relevant Series of Senior Preferred Notes or relevant Series of Senior Non-Preferred Notes as MREL Eligible Liabilities.

In the case of Senior Preferred Notes or Senior Non-Preferred Notes only, no SOFR Benchmark Replacement will be adopted, and no other amendments to the terms of such Notes will be made pursuant to this Condition 4(e), if and to the extent that, in the determination of the Issuer, the same could reasonably be expected to result in the Relevant Regulator treating any Interest Payment Date as the effective maturity of the Notes, rather than the relevant Maturity Date.

7. The first paragraph of Condition 4(g) on page 122 of the Offering Circular shall be deleted and replaced with the following:

Each Note (or, in the case of the redemption of part only of a Note, that part only of such Note) will cease to bear interest (if any) from the due date for its redemption unless either payment

of principal is improperly withheld or refused or the permission of the Relevant Regulator for payment of principal (if required) has not been given or, having been given, has been withdrawn and not replaced and such payment is not made. In such event, interest will continue to accrue until whichever is the earlier of:

8. The last paragraph of Condition 6(b)(i) on page 127 of the Offering Circular shall be deleted and replaced with the following:

the Issuer may, subject as provided in Condition 6(e), at its option at any time (in the case of Notes which are not Floating Rate Notes) or on any Interest Payment Date (in the case of Floating Rate Notes), having given not less than 15 or more than 60 days' notice to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable), redeem all the Notes, but not some only, each at (x) its Early Redemption Amount referred to in this Condition 6 (in the case of redemption pursuant to paragraph (A) above) and (y) its Early Redemption Amount (Tax Event) specified in the applicable Final Terms (in the case of redemption pursuant to paragraph (B) above (if applicable)), in each case, together with interest, if any, accrued to but excluding the date of redemption, provided that no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which the Issuer would be required to pay such additional amounts were a payment in respect of the Notes then due.

9. The first paragraph of Condition 6(c) on page 128 of the Offering Circular shall be deleted and replaced with the following:

If Issuer Call is specified as being applicable in the applicable Final Terms, the Issuer may, subject as provided in Condition 6(e), having given:

10. Condition 6(e) on page 130 of the Offering Circular shall be deleted and replaced with the following:

(e) Redemption, Purchase, Substitution or Variation of Notes only with Prior Permission

No redemption, purchase, substitution or variation of any Notes prior to their stated maturity may be made without the prior permission of the Relevant Regulator (if such permission is required (in the case of Subordinated Notes) by the Applicable Banking Regulations or (in the case of Senior Preferred Notes and Senior Non-Preferred Notes) the Applicable MREL Regulations).

11. Condition 6(g) on page 130 of the Offering Circular shall be deleted and replaced with the following:

(g) Redemption upon MREL Disqualification Event – Senior Preferred Notes and Senior Non-Preferred Notes

This Condition 6(g) is applicable in relation to Notes specified in the applicable Final Terms as Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms) or Senior Non-Preferred Notes and references to “Notes” in this Condition shall be construed accordingly.

Upon the occurrence of an MREL Disqualification Event, the Issuer may, subject as provided in Condition 6(e), at its option at any time (in the case of Notes which are not Floating Rate Notes) or on any Interest Payment Date (in the case of Floating Rate Notes), having given not less than 15 or more than 60 days' notice to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable), redeem all the Notes, but not some only, each at its Early Redemption Amount (MREL Disqualification Event) specified in the applicable Final Terms together with interest, if any, accrued to but excluding the date of redemption.

An “MREL Disqualification Event” means, in respect of a Series of Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms) or a Series of Senior Non-Preferred Notes (and references to “Notes” shall

be construed accordingly), at any time, the determination by the Issuer that, as a result of a change in any Applicable MREL Regulations becoming effective on or after the Issue Date of the last Tranche of the Notes, it is likely that the Notes will be fully excluded or partially excluded from the MREL Eligible Liabilities of the Issuer and/or the SBAB Group, provided that an MREL Disqualification Event shall not occur where such exclusion is or will be caused by (1) the remaining maturity of such Notes being less than any period prescribed by any applicable eligibility criteria under the Applicable MREL Regulations, or (2) any applicable limits on the amount of “eligible liabilities” (or any equivalent or successor term) permitted or allowed to meet any MREL Requirement(s) being exceeded.

12. Condition 6(h) on page 131 of the Offering Circular shall be deleted and replaced with the following:

(h) Variation or Substitution instead of Redemption – Senior Preferred Notes, Senior Non-Preferred Notes and Subordinated Notes

This Condition 6(h) is applicable in relation to Notes where it is specified as being applicable in the applicable Final Terms and references to “Notes” in this Condition shall be construed accordingly.

If at any time (in the case of Senior Preferred Notes (if “MREL Disqualification Event – Senior Preferred Notes” is specified as being applicable in the applicable Final Terms) or Senior Non-Preferred Notes) an MREL Disqualification Event occurs or (in the case of Subordinated Notes) a Capital Event occurs or if at any time (in the case of any Notes) if Tax Event is specified as being applicable in the applicable Final Terms a Tax Event occurs or the Issuer is required to pay additional amounts in accordance with Condition 6(b)(i)(A) or Condition 6(b)(ii)(A) or in order to ensure the effectiveness and enforceability of Condition 18, then the Issuer may, subject to Condition 6(e), (without any requirement for the consent or approval of the Noteholders) and having given not less than 15 nor more than 60 days’ notice to the Noteholders in accordance with Condition 13 (which notice shall be irrevocable) at any time either substitute all (but not some only) of the Notes for, or vary the terms of the Notes so that they remain or, as appropriate, become, in the case of Senior Preferred Notes, Senior Preferred Qualifying Securities, in the case of Senior Non-Preferred Notes, Senior Non-Preferred Qualifying Securities or, in the case of Subordinated Notes, Subordinated Qualifying Securities provided that such variation or substitution does not itself give rise to any right of the Issuer to redeem the substituted or varied securities that are inconsistent with the redemption provisions of the Notes.

“*Senior Preferred Qualifying Securities*” means, for the purpose of this Condition 6(h), securities issued directly or indirectly by the Issuer that:

- (i) (other than in respect of the effectiveness and enforceability of Condition 18) have terms not materially less favourable to an investor in the relevant Senior Preferred Notes than the terms of the Senior Preferred Notes, as certified by the Issuer acting reasonably following consultation with an independent investment bank or financial adviser of international standing;
- (ii) include a ranking at least equal to that of the Senior Preferred Notes;
- (iii) have the same interest rate and the same Interest Payment Dates as those from time to time applying to the Senior Preferred Notes;
- (iv) have the same redemption rights as the Senior Preferred Notes (although they need not contain all of the rights of the Issuer under Conditions 6(b)(i) and 6(g));
- (v) comply with the then current requirements in relation to MREL Eligible Liabilities;

- (vi) preserve any existing rights under the Senior Preferred Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of substitution or variation (or, if the date of substitution or variation falls before the first Interest Payment Date, the Issue Date);
- (vii) are assigned (or maintain) the same or higher solicited credit ratings than (i) the solicited credit ratings of the Senior Preferred Notes immediately prior to their substitution or variation or (ii) where a solicited credit rating of the Senior Preferred Notes was, as a result of Condition 18 becoming ineffective and/or unenforceable, amended prior to such substitution or variation, the solicited credit rating of the relevant Senior Preferred Notes immediately prior to such amendment; and
- (viii) are listed on a recognised stock exchange if the Senior Preferred Notes were listed immediately prior to such variation or substitution.

“*Senior Non-Preferred Qualifying Securities*” means, for the purpose of this Condition 6(h), securities issued directly or indirectly by the Issuer that:

- (i) (other than in respect of the effectiveness and enforceability of Condition 18) have terms not materially less favourable to an investor in the relevant Senior Non-Preferred Notes than the terms of the Senior Non-Preferred Notes, as certified by the Issuer acting reasonably following consultation with an independent investment bank or financial adviser of international standing;
- (ii) include a ranking at least equal to that of the Senior Non-Preferred Notes;
- (iii) have the same interest rate and the same Interest Payment Dates as those from time to time applying to the Senior Non-Preferred Notes;
- (iv) have the same redemption rights as the Senior Non-Preferred Notes (although they need not contain all of the rights of the Issuer under Conditions 6(b)(ii) and 6(g));
- (v) comply with the then current requirements in relation to MREL Eligible Liabilities;
- (vi) preserve any existing rights under the Senior Non-Preferred Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of substitution or variation (or, if the date of substitution or variation falls before the first Interest Payment Date, the Issue Date);
- (vii) are assigned (or maintain) the same or higher solicited credit ratings than (i) the solicited credit ratings of the Senior Non-Preferred Notes immediately prior to their substitution or variation or (ii) where a solicited credit rating of the Senior Non-Preferred Notes was, as a result of Condition 18 becoming ineffective and/or unenforceable, amended prior to such substitution or variation, the solicited credit rating of the relevant Senior Non-Preferred Notes immediately prior to such amendment; and
- (viii) are listed on a recognised stock exchange if the Senior Non-Preferred Notes were listed immediately prior to such variation or substitution.

“*Subordinated Qualifying Securities*” means, for the purpose of this Condition 6(h), securities issued directly or indirectly by the Issuer that:

- (i) (other than in respect of the effectiveness and enforceability of Condition 18) have terms not materially less favourable to an investor in the relevant Subordinated Notes than the terms of the Subordinated Notes, as certified by the Issuer acting reasonably following consultation with an independent investment bank or financial adviser of international standing;
- (ii) include a ranking at least equal to that of the Subordinated Notes;
- (iii) have the same interest rate and the same Interest Payment Dates as those from time to time applying to the Subordinated Notes;
- (iv) have the same redemption rights as the Notes (although they need not contain all of the rights of the Issuer under Conditions 6(b)(ii) and 6(f));
- (v) comply with the then current requirements of the Applicable Banking Regulations in relation to Tier 2 Capital;
- (vi) preserve any existing rights under the Subordinated Notes to any accrued interest which has not been paid in respect of the period from (and including) the Interest Payment Date last preceding the date of substitution or variation (or, if the date of substitution or variation falls before the first Interest Payment Date, the Issue Date);
- (vii) are assigned (or maintain) the same or higher solicited credit ratings than (i) the solicited credit ratings of the Subordinated Notes immediately prior to their substitution or variation or (ii) where a solicited credit rating of the Subordinated Notes was, as a result of Condition 18 becoming ineffective and/or unenforceable, amended prior to such substitution or variation, the relevant solicited credit rating of the Subordinated Notes immediately prior to such amendment; and
- (viii) are listed on a recognised stock exchange if the Subordinated Notes were listed immediately prior to such variation or substitution.

13. Condition 6(j) on page 133 of the Offering Circular shall be deleted and replaced with the following:

(j) Purchases

The Issuer may purchase Notes (provided that, in the case of definitive Bearer Notes, all unmatured, Coupons and Talons appertaining thereto are purchased therewith) at any price in the open market or otherwise subject to (i) (in the case of Senior Preferred Notes and Senior Non-Preferred Notes) the Applicable MREL Regulations or (in the case of Subordinated Notes) the Applicable Banking Regulations in force at the relevant time, (ii) the prior permission of the Relevant Regulator (if such permission is required by the Applicable MREL Regulations or the Applicable Banking Regulations, as the case may be) and (iii) applicable law and regulation. Such Notes may be held, reissued, resold or, at the option of the Issuer, surrendered to any Paying Agent and/or the Registrar for cancellation.

14. The last paragraph of Condition 14(a) on page 138 of the Offering Circular shall be deleted and replaced with the following:

Any modification to these Conditions in relation to the Notes of any Series is subject to the prior permission of the Relevant Regulator (if such permission is required by the Applicable MREL Regulations or the Applicable Banking Regulations, as the case may be).

15. The last paragraph of Condition 14(b) on page 139 of the Offering Circular shall be deleted and replaced with the following:

Any modification to these Conditions in relation to the VPS Notes of any Series is subject to the prior permission of the Relevant Regulator (if such permission is required by the Applicable MREL Regulations or the Applicable Banking Regulations, as the case may be).

Address of the VPS Trustee

The address of the VPS Trustee on page 167 of the Offering Circular shall be deleted and replaced with the following:

Nordic Trustee AS
Kronprinsesse Märthas plass 1
N-0160 Oslo
Norway

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.

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.