

FINAL TERMS

MiFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of 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. Any person subsequently offering, selling or recommending the Notes (a “*distributor*”) should take into consideration the manufacturers’ 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 manufacturers’ 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 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.

9 October 2023

SBAB BANK AB (publ)

(Incorporated with limited liability in the Kingdom of Sweden)

Legal Entity Identifier (LEI): H0YX5L BGKDVOWCXBZ594

**Issue of SEK 700,000,000 Senior Non-Preferred Fixed to Floating Rate Notes due October 2027
under the €13,000,000,000**

Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Offering Circular dated 1 November 2022 (the “Offering Circular”) as supplemented by the supplements to it dated 7 February 2023, 27 February 2023, 24 March 2023, 4 May 2023 and 19 July 2023 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (the “Prospectus Regulation”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Offering Circular as so supplemented in order to obtain all the relevant information. The Offering Circular and the supplements have been published on the website of the Issuer at www.sbab.se and the Irish Stock Exchange plc, trading as Euronext Dublin (“Euronext Dublin”) at <https://live.euronext.com/> and copies may be obtained during normal business hours from the registered office of the Issuer at Svetsarvägen 24, P.O. Box 4209, SE-171 04 Solna, Sweden and from the specified offices of the Paying Agents for the time being in London and Luxembourg.

1	(i) Series Number:	751
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	Specified Currency:	Swedish Kronor (“SEK”)
3	Aggregate Nominal Amount:	
	Tranche:	SEK 700,000,000
	Series:	SEK 700,000,000
4	Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denomination(s):	SEK 2,000,000 and integral multiples of SEK 1,000,000 in excess thereof up to and including SEK 3,000,000. No Notes in definitive form will be issued with a denomination above SEK 3,000,000.
	(ii) Calculation Amount:	SEK 1,000,000
6	(i) Issue Date:	12 October 2023
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	Interest Payment Date falling in or nearest to October 2027

8	Interest Basis:	In respect of the period from (and including) the Issue Date to (but excluding) the First Optional Redemption Date: 5.033 per cent. Fixed Rate (See paragraph 13 below) In respect of the period from (and including) the First Optional Redemption Date to (but excluding) the Maturity Date: 3-month STIBOR + 1.28 per cent. Floating Rate (See paragraph 15 below)
9	Redemption/Payment Basis:	Redemption at par
10	Change of Interest Basis:	The Interest Basis will change from Fixed Rate to Floating Rate from (and including) the First Optional Redemption Date.
11	Put/Call Options:	Issuer Call (See paragraph 17)
12	Status of the Notes:	Senior Non-Preferred Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable from (and including) the Issue Date to (but excluding) the First Optional Redemption Date.
	(i) Rate(s) of Interest:	5.033 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	12 October in each year, commencing on 12 October 2024, up to and including the First Optional Redemption Date
	(iii) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see the Conditions):	SEK 50,330 per Calculation Amount
	(iv) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see the Conditions):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Date(s):	Not Applicable
14	Reset Note Provisions	Not Applicable
15	Floating Rate Note Provisions	Applicable from (and including) the First Optional Redemption Date to (but excluding) the Maturity Date
	(i) Specified Period(s)/Interest Payment Dates:	12 January, 12 April, 12 July and 12 October, commencing on 12 January 2027, up to and including the Maturity Date, subject in each case to adjustment in accordance with the Business Day Convention specified in paragraph 15(ii) below

(ii) Business Convention:	Day	Modified Following Business Day Convention
(iii) Additional Centre(s):	Business	Not Applicable
(iv) Manner in which the Rate of Interest and Interest Amount is to be determined:		Screen Rate Determination
(v) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):		Not Applicable
(vi) Screen Determination:	Rate	Applicable
• Reference Rate, Relevant Time and Relevant Financial Centre:		Reference Rate: 3-month STIBOR Relevant Time: 11:00 a.m. (Stockholm) Relevant Financial Centre: Stockholm
• Interest Determination Date(s):		The second Stockholm business day prior to the start of each Interest Period
• Relevant Screen Page:		Refinitiv's page "STIBOR="
• Compounded SONIA:		Not Applicable
• Observation Method:		Not Applicable
• SONIA Lag Period (p):		Not Applicable
• SONIA Observation Shift Period (p):		Not Applicable
• SONIA Compounded Index Observation Shift Period (p):		Not Applicable
• Relevant Fallback Screen Page:		Not Applicable
• SOFR Benchmark:		Not Applicable
• SOFR Compound:		Not Applicable
• SOFR Observation Shift Days:		Not Applicable
• Interest Payment Delay:		Not Applicable
• SOFR Rate Cut-Off Date:		Not Applicable
• Lookback Days:		Not Applicable
• SOFR Index Start:		Not Applicable
• SOFR Index End:		Not Applicable

	(vii) ISDA Determination:	Not Applicable
	(viii) Linear Interpolation:	Not Applicable
	(ix) Margin(s):	+ 1.28 per cent. per annum
	(x) Minimum Rate of Interest:	Not Applicable
	(xi) Maximum Rate of Interest:	Not Applicable
	(xii) Day Count Fraction:	Actual/360
	(xiii) Benchmark Discontinuation:	Not Applicable
	(xiv) Calculation Agent:	Not Applicable
16	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

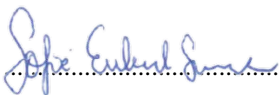
17	Issuer Call	Applicable
	(i) Optional Redemption Date(s):	12 October 2026 (the “First Optional Redemption Date”) or any subsequent Interest Payment Date, subject to the approval of the Relevant Regulator
	(ii) Optional Redemption Amount:	SEK 1,000,000 per Calculation Amount
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
18	Clean-up Call	Not Applicable
19	Investor Put	Not Applicable
20	Optional Redemption for Subordinated Notes/Senior Non-Preferred Notes/Senior Preferred Notes	Applicable
	(i) Special Event Redemption:	
	• Tax Event:	Applicable - Early Redemption Amount (Tax Event): SEK 1,000,000 per Calculation Amount
	• Capital Event:	Not Applicable
	• MREL Disqualification Event:	Applicable - Early Redemption Amount (MREL Disqualification Event): SEK 1,000,000 per Calculation Amount
	• MREL Disqualification Event – Senior Preferred Notes	Not Applicable

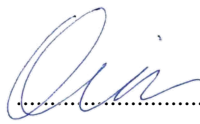
	(ii) Variation or Substitution:	Applicable – Condition 6(i) applies
21	Final Redemption Amount	SEK 1,000,000 per Calculation Amount
22	Early Redemption Amount payable on redemption for taxation reasons (other than due to the occurrence of a Tax Event) or on event of default:	As per Condition 6(j)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23	Form of Notes:	
	(i) Form:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event.
	(ii) New Global Note:	No
	(iii) New Safekeeping Structure:	No
24	Additional Financial Centre(s):	Not Applicable
25	Talons for future Coupons to be attached to Definitive Bearer Notes:	No

Signed on behalf of the Issuer:

By: .....
Duly authorised signatory
Sofie Enlund Svensson
Head of Treasury Operations

By: .....
Duly authorised signatory
Olof Hedin
Legal Counsel

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and to trading on the regulated market of Euronext Dublin with effect from on or about the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

2 RATINGS

The Notes are expected to be assigned the following ratings

Baa1 by Moody's Investors Service (Nordics) AB ("Moody's")

BBB+ by S&P Global Ratings Europe Limited ("S&P")

In accordance with Moody's ratings definitions available as at the date of these Final Terms, obligations rated Baa are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category (source:<https://www.moody.com/Pages/amr002002.aspx>).

In accordance with S&P's ratings definitions available as at the date of these Final Terms, an obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The modifier + show relative standings within the rating categories (source: <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>).

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

Reasons for the offer:	General financing of the issuer's and the SBAB Group's business activities
Estimated net proceeds:	SEK 699,160,000

5 YIELD

Indication of yield:	5.033 per cent. per annum from the Issue Date up until the First Optional Redemption Date
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6 TEFRA RULES

Whether TEFRA D or TEFRA C rules applicable TEFRA D
or TEFRA rules not applicable:

7 OPERATIONAL INFORMATION

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|---|--|
| (i) ISIN: | XS2702863726 |
| (ii) Common Code: | 270286372 |
| (iii) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. or Verdipapirsentralen ASA (together with the address of each such clearing system) and the relevant identification number(s): | Not Applicable |
| (iv) Names and addresses of additional Paying Agent(s) (if any) or, in the case of VPS Notes, the VPS Agent and the VPS Trustee: | Not Applicable |
| (v) Intended to be held in a manner which would allow Eurosystem eligibility: | No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met. |
| (vi) Relevant Benchmark: | STIBOR is provided by Swedish Financial Benchmark Facility AB (“SFBF”). As at the date hereof, SFBF appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011, as amended. |

8 THIRD PARTY INFORMATION

The ratings definitions have been extracted from the websites of Moody’s and S&P. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody’s and S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.

9 PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Applicable

10 PROHIBITION OF SALES TO UK RETAIL INVESTORS

Applicable

