

IMPORTANT NOTICE

In accessing the attached final terms (the "Final Terms") you agree to be bound by the following terms and conditions.

The information contained in the Final Terms may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Final Terms and/or in the Base Prospectus (as defined in the Final Terms) and is not intended for use and should not be relied upon by any person outside those countries and/or to whom the offer contained in the Final Terms is not addressed. **Prior to relying on the information contained in the Final Terms, you must ascertain from the Final Terms and/or the Base Prospectus whether or not you are an intended addressee of the information contained therein.**

Neither the Final Terms nor the Base Prospectus constitutes an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

The securities described in the Final Terms and the Base Prospectus have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold directly or indirectly within the United States or to, or for the account or benefit of, U.S. persons or to persons within the United States of America (as such terms are defined in Regulation S under the Securities Act ("Regulation S")). The securities described in the Final Terms will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

Final Terms dated 19 January 2017

SWEDBANK MORTGAGE AB (publ)

Issue of € 50,000,000 Floating Rate S.O. Bonds due 23 January 2020

under the €25,000,000,000 Programme for the
Issuance of Debt Instruments and S.O. Bonds

guaranteed by Swedbank AB (publ) pursuant
to a Guarantee dated 17 December 2009

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the relevant terms and conditions set forth in the Base Prospectus dated 13 May 2016 (the "Base Prospectus") as supplemented by the supplements dated 21 July 2016 and 25 October 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive. For the purposes of these Final Terms, "Prospectus Directive" means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State. This document constitutes the Final Terms of the S.O. Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus as so supplemented. Full information on Swedbank Mortgage AB (publ) (the "Company"), Swedbank AB (publ) (the "Guarantor") and the offer of the S.O. Bonds is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplements have been published on the website of the Central Bank of Ireland at

www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx and on the website of the Irish Stock Exchange plc at www.ise.ie and copies may be obtained during normal business hours, free of charge, from the offices of the Company at Landsvägen 40, SE-172 63 Sundbyberg, Sweden and from the specified office of the Fiscal Agent at Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB, United Kingdom.

1. (i) Company: Swedbank Mortgage AB (publ)
- (ii) Guarantor: Swedbank AB (publ)
2. (i) Series Number: EMTN 981
- (ii) Tranche Number: 1
- (iii) Date on which the S.O. Bonds will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: EURO (“€”)
4. Aggregate Nominal Amount: € 50,000,000
 - (i) Series: € 50,000,000
 - (ii) Tranche: € 50,000,000
5. Issue Price: 101.5265 per cent of the Aggregate Nominal Amount
6. (i) Specified Denomination(s): €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No S.O. Bonds in definitive form will be issued with a denomination above €199,000
- (ii) Calculation Amount: € 1,000
7. (i) Issue Date: 23 January 2017
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 23 January 2020
9. Interest Basis: 3 month EURIBOR + 0.57 per cent Floating Rate
10. Redemption/Payment Basis: Subject to any purchase and cancellation the S.O. Bonds will be redeemed on the Maturity Date at 100 per cent of their nominal amount
11. Change of Interest Basis or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Not Applicable

13. Status of the S.O. Bonds: The S.O. Bonds are unsubordinated obligations issued in accordance with the Swedish Act (2003:1223) on Issuance of Covered Bonds (Sw: *Lagen (2003:1223) om utgivning av säkerställda obligationer*)
- (i) Date Board approval for issuance of S.O. Bonds obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate S.O. Bond Provisions (Condition 4A) Not Applicable
15. Floating Rate S.O. Bond Provisions (Condition 4B) Applicable
- (i) Specified Period(s)/Specified Interest Payment Dates: Each 23 April, 23 July, 23 October and 23 January from and including 23 April 2017 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention
- (ii) Business Day Convention: Modified Following Business Day Convention
- (iii) Business Centre(s): TARGET2
- (iv) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent): Not Applicable
- (vi) Screen Rate Determination:
- Reference Rate, Relevant Time and Relevant Financial Centre: Reference Rate: 3 month EURIBOR
 - Relevant Time: 11:00 am Brussels Time in the Relevant Financial Centre/As per Condition 4B(iii)
 - Relevant Financial Centre: Brussels
 - Interest Determination Date(s): Second day on which the TARGET2 System is open prior to the start of each Interest Period
 - Relevant Screen Page: Reuters Screen Page EURIBOR01

- (vii) ISDA Determination:
 - Floating Rate Option: Not Applicable
 - Designated Maturity: Not Applicable
 - Reset Date: Not Applicable
- (viii) Linear Interpolation: Not Applicable
- (ix) Margin(s): +0.57 per cent per annum
- (x) Minimum Rate of Interest: Not Applicable
- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Day Count Fraction: Actual/360

16. Zero Coupon S.O. Bond Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 17. Company Call Not Applicable
- 18. Investor Put Not Applicable
- 19. Final Redemption Amount: € 100,000 per Calculation Amount
- 20. Early Redemption Amount:
 - Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE S.O. BONDS

- 21. Form of S.O. Bonds:
 - (i) Form: **Bearer S.O. Bonds:**
Temporary Global S.O. Bond exchangeable for a Permanent Global S.O. Bond on and after the Exchange Date which is exchangeable for definitive S.O. Bonds only upon the occurrence of an Exchange Event
 - (ii) New Global S.O. Bonds: Yes
- 22. Financial Centre(s): TARGET2 System

23. Talons for future Coupons to be attached to Definitive S.O. Bonds: No

24. Third Party Information: Not Applicable

Signed on behalf of the Company: 

By:

Duly authorised **Stefan Abrahamsson**

By: 

Duly authorised **Camilla Rösth**

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Official List of the Irish Stock Exchange
- (ii) Admission to trading: Application has been made for the S.O. Bonds to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from, or from about, 23 January 2017
- (iii) Estimate of total expenses related to admission to trading: EUR 600

2. RATINGS

- Ratings
- The S.O. Bonds to be issued are expected to be rated AAA by Moody's Investor Service Ltd ("Moody's") and AAA by Standard & Poor's Credit Market Services Europe Limited ("S&P")
- Each of Moody's and S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

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

Save for any fees payable to the dealers, so far as the Company is aware, no person involved in the offer of the S.O. Bonds has an interest material to the offer. The dealers 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 Company, the Guarantor and their affiliates in the ordinary course of business.

4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1554269933
- (ii) Common Code: 155426993
- (iii) Swiss Security Number: Not Applicable
- (iv) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A. and SIX SIS Ltd (together with the address of such clearing system) and the relevant identification number(s): Not Applicable
- (v) Delivery: Delivery against payment
- (vi) Names and addresses of None

additional Transfer Agents and/or Paying Agent(s) (including, in the case of Swiss Domestic Instruments or S.O. Bonds, the Principal Swiss Paying Agent and any other Swiss Paying Agents) (if any):

- (vii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the S.O. Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the S.O. Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

5. DISTRIBUTION

- (i) Method of distribution: Non-syndicated
- (ii) If syndicated, names of Managers: Not Applicable
- (iii) Date of Subscription Agreement: Not Applicable
- (iv) Stabilising Manager(s) (if any): Not Applicable
- (v) If non-syndicated, name of Dealer: Norddeutsche Landesbank – Girozentrale -
- (vi) Whether TEFRA D rules applicable or TEFRA rules not applicable: TEFRA D

