

## 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 24 May 2017**

### **SWEDBANK MORTGAGE AB (publ)**

Issue of £50,000,000 1.125 per cent S.O. Bonds due 7 December 2021  
to be consolidated with and for a single series with  
£250,000,000 1.125 per cent S.O. Bonds due 7 December 2021  
issued as Tranche 1 on 7 December 2016 (the "**Existing Bonds**")

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 (the "Conditions") set forth in the Base Prospectus dated 13 May 2016 which are incorporated by reference in the Base Prospectus dated 12 May 2017 (the "Base Prospectus"). 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 constitutes 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. 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. The Base Prospectus has been published on the website of the Central Bank of Ireland at

www.centralbank.ie/regulation/securitiesmarkets/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 978
- (ii) Tranche Number: 2
- (iii) Date on which the S.O. Bonds will be consolidated and form a single Series: The S.O. Bonds will be consolidated and form a single series with the Existing Bonds as from the date on which the Temporary Global S.O. Bond is exchanged for interests in the Permanent Global S.O. Bond, as described in paragraph 21 below which is expected to be on or around 40 days after the Issue Date (the “**Exchange Date**”)
3. Specified Currency or Currencies: Pounds Sterling (“£”)
4. Aggregate Nominal Amount:
  - (i) Series: £300,000,000
  - (ii) Tranche: £50,000,000
5. Issue Price: 101.210 per cent of the Aggregate Nominal Amount plus an amount equal to £268,150.68 representing 174 days of accrued interest for the period from and including the Interest Commencement Date to but excluding the Issue Date.
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: 30 May 2017
- (ii) Interest Commencement Date: 7 December 2016
8. Maturity Date: 7 December 2021
9. Interest Basis: 1.125 per cent Fixed Rate
10. Redemption/Payment Basis: Subject to any purchase and cancellation, the S.O. Bonds will be redeemed on the Maturity Date at 100.00 per cent of their nominal amount

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|-----|---|--|
| 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: <i>Lagen (2003:1223) om utgivning av säkerställda obligationer</i> ) |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|---|--|
| 14. | Fixed Rate S.O. Bond Provisions (Condition 4A)  | Applicable   |
|     | (i) Rate(s) of Interest:  | 1.125 per cent per annum payable in arrear on each Interest Payment Date                           |
|     | (ii) Interest Payment Date(s):  | 7 December in each year, from and including 7 December 2017, up to and including the Maturity Date |
|     | (iii) Fixed Coupon Amount(s):<br><i>(Applicable to S.O. Bonds in definitive form)</i> | £11.25 per Calculation Amount  |
|     | (iv) Broken Amount(s):<br><i>(Applicable to S.O. Bonds in definitive form)</i>        | Not Applicable   |
|     | (v) Day Count Fraction:   | Actual/Actual (ICMA)   |
|     | (vi) Determination Dates:   | 7 December in each year  |
| 15. | Floating Rate S.O. Bond Provisions (Condition 4B)                                     | Not Applicable   |
| 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: | £1,000 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.

(ii) New Global S.O. Bonds:

Yes

22. Financial Centre(s):

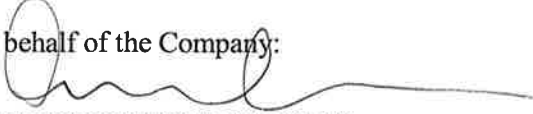
London and Stockholm

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 **MIRKA EKROF**

## **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, 30 May 2017.
- The Existing Bonds are already listed and admitted to trading on the Main Securities Market of the Irish Stock Exchange.
- (iii) Estimate of total expenses related to admission to trading: €600

### **2. RATINGS**

- Ratings
- The S.O. Bonds to be issued are expected to be rated Aaa by Moody's Investors 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 managers, 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 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 Company, the Guarantor and their affiliates in the ordinary course of business.

### **4. YIELD**

- Indication of yield: 0.851 per cent (per annum)
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **5. OPERATIONAL INFORMATION**

- (i) ISIN Code: On the Issue Date, the temporary ISIN will be XS1622393681. Following consolidation with the Existing S.O. Bonds, the ISIN Code will be XS1530835336.
- (ii) Common Code: On the Issue Date, the temporary Common Code will be 162239368. Following consolidation with the Existing S.O. Bonds, the Common Code will be

153083533.

- (iii) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. (together with the address of such clearing system) and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Transfer Agents and/or Paying Agent(s) (if any): Not Applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes  
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.

## 6. DISTRIBUTION

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