

## FINAL TERMS

**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 ("**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one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended or superseded, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the Insurance Mediation Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended or superseded, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and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.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the 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 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

**SINGAPORE SECURITIES AND FUTURES ACT PRODUCT CLASSIFICATION** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

3 July 2019

**Samhällsbyggnadsbolaget i Norden AB (publ)**

**Legal Entity Identifier (LEI): 549300HX9MRFY47AH564**

**Issue of SEK 500,000,000 Floating Rate Notes due July 2021 (to be immediately consolidated and form a single series with the existing SEK 700,000,000 Floating Rate Notes due July 2021) under the €2,500,000,000 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 Conditions (the "**Conditions**") set forth in the Base Prospectus dated 26 April 2019 and the supplement to it dated 3 May 2019 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on website of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") at [www.ise.ie](http://www.ise.ie).

1. Issuer: Samhällsbyggnadsbolaget i Norden AB (publ)
2. (a) Series Number: 5
- (b) Tranche Number: 2
- (c) Date on which the Notes will be consolidated and form a single Series: The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the SEK 700,000,000 Floating Rate Notes due July 2021, issued on 5 July 2019 (the “Tranche 1 Notes”), on the Issue Date.
3. Specified Currency or Currencies: Swedish Kronor (“SEK”)
4. Aggregate Nominal Amount:
  - (a) Series: SEK 1,200,000,000
  - (b) Tranche: SEK 500,000,000
5. Issue Price: 100.040 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: 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.
- (b) Calculation Amount (in relation to calculation of interest in global form see Condition 5 (*Interest*)): SEK 1,000,000
7. (a) Issue Date: 5 July 2019
- (b) Interest Commencement Date: 5 July 2019
8. Maturity Date: Interest Payment Date falling in or nearest to July 2021
9. Interest Basis: 3-month STIBOR + 0.93 per cent. Floating Rate  
(see paragraph 15 below)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Change of Control Put  
(see paragraph 21 below)
13. (a) Status of the Notes: Senior
- (b) Date Board approval for issuance of Notes obtained: Not Applicable

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Floating Rate Note Provisions	Applicable
(a)	Specified Period(s)/Specified Interest Payment Dates:	5 January, 5 April, 5 July and 5 October in each year from and including 5 October 2019 up to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (b) below.
(b)	Business Day Convention:	Modified Following Business Day Convention
(c)	Additional Business Centre(s):	Not Applicable
(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(e)	Party responsible for calculating the Rate of Interest and Interest Amount / Calculation Agent (if not the Agent):	Agent
(f)	Screen Rate Determination:	
	• Reference Rate:	3-month STIBOR
	• Interest Determination Date(s):	Second Stockholm business day prior to the start of each Interest Period
	• Relevant Screen Page:	Reuters page SIDE
(g)	ISDA Determination:	
	• Floating Rate Option:	Not Applicable
	• Designated Maturity:	Not Applicable
	• Reset Date:	Not Applicable
(h)	Linear Interpolation:	Not Applicable
(i)	Margin(s):	+ 0.93 per cent. per annum
(j)	Minimum Rate of Interest:	Not Applicable
(k)	Maximum Rate of Interest:	Not Applicable
(l)	Day Count Fraction:	Actual/360
(m)	Step Up Rating Change and/or Step Down Rating Change:	Applicable
(n)	Step Up Margin:	1.25 per cent. per annum

16. Zero Coupon Note Provisions Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

17. Notice periods for Condition 7.2: Minimum period: 30 days  
Maximum period: 60 days

18. Issuer Call: Not Applicable

19. Issuer Par Call: Not Applicable

20. Investor Put: Not Applicable

21. Change of Control Put Applicable

Change of Control Redemption Amount: SEK 1,000,000 per Calculation Amount

22. Final Redemption Amount: SEK 1,000,000 per Calculation Amount

23. Early Redemption Amount payable on redemption for taxation reasons or on event of default: SEK 1,000,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

24. Form of Notes:

(a) Form: Bearer Notes: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event

(b) New Global Note: No

(c) New Safekeeping Structure: No

25. Additional Financial Centre(s): Not Applicable

26. Talons for future Coupons to be attached to Definitive Notes: No

**SIGNED** on behalf of **Samhällsbyggnadsbolaget i Norden AB (publ)**:



ILIJA BATLJAN

By: .....  
*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading      Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of Euronext Dublin and listing on the official list of Euronext Dublin with effect from or about the Issue Date
- Application has been made by the Issuer (or on its behalf) for the Tranche 1 Notes to be admitted to trading on the Regulated Market of Euronext Dublin and listing on the official list of Euronext Dublin with effect from or about 5 July 2019.
- (ii) Estimate of total expenses related to admission to trading:      EUR 1,000

### 2. RATINGS

Ratings:      The Notes to be issued have not been rated.

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

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer (including for the avoidance of doubt their branches) and its 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. USE OF PROCEEDS

Repayment of existing secured bank debt and general corporate purposes

### 5. YIELD (FIXED RATE NOTES ONLY)

Indication of yield:      Not Applicable

### 6. OPERATIONAL INFORMATION

- (i) ISIN:      XS2022418243
- (ii) Common Code:      202241824
- (iii) CFI:      DTVUFB, as set out on the website of the Association of National Numbering Agencies (ANNA)
- (iv) FISN:      SAMHALLSBYGGNAD/VAR MTN 20210705, as set out on the website of the Association of National Numbering Agencies (ANNA)
- (v) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):      Not Applicable
- (vi) Delivery:      Delivery against payment
- (vii) Names and addresses of additional Paying Agent(s) (if any):      Not Applicable

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|--------|---|--|
| (viii) | Names and addresses of the Registrar and Transfer Agent (if any):         | Not Applicable   |
| (ix)   | 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 or superseded 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 ECB being satisfied that Eurosystem eligibility criteria have been met. |

7. **DISTRIBUTION**

- |       |   |                                       |
|-------|---|---------------------------------------|
| (i)   | Method of distribution:                       | Non-syndicated                        |
| (ii)  | If syndicated, names of Managers:             | Not Applicable                        |
| (iii) | Date of Subscription Agreement:               | Not Applicable                        |
| (iv)  | Stabilisation Manager(s) (if any):            | Not Applicable                        |
| (v)   | If non-syndicated, name of relevant Dealer:   | Nordea Bank Abp                       |
| (vi)  | U.S. Selling Restrictions:                    | Reg. S Compliance Category 2; TEFRA D |
| (vii) | Prohibition of Sales to EEA Retail Investors: | Applicable                            |