

## FINAL TERMS

### 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 21 March 2014**

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

Issue of SEK 175,000,000 Floating Rate S.O. Bonds due March 2019

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 Conditions set forth in the Base Prospectus dated 15 May 2013 (the "Base Prospectus") as supplemented by the supplements dated 16 July 2013, 22 October 2013 and 28 January 2014 which together constitute a base prospectus for the purposes of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State) (the "Prospectus Directive"). 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 supplement have been published on the website of the Central Bank of Ireland at <http://www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx> and on the website of the Irish Stock Exchange at [www.ise.ie](http://www.ise.ie) and copies may be obtained during normal business hours, free of charge, from the registered office of the Company at Brunkebergstorg 8, SE-105 34

Stockholm, 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 951                                                                                                                                                                                                   |
|     | (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:                                                 | Swedish Krona (“ <b>SEK</b> ”)                                                                                                                                                                             |
| 4.  | Aggregate Nominal Amount:                                                         |                                                                                                                                                                                                            |
|     | (i) Series:                                                                       | SEK 175,000,000                                                                                                                                                                                            |
|     | (ii) Tranche:                                                                     | SEK 175,000,000                                                                                                                                                                                            |
| 5.  | Issue Price:                                                                      | 99.90 per cent of the Aggregate Nominal Amount                                                                                                                                                             |
| 6.  | (i) Specified Denomination(s):                                                    | SEK 1,000,000                                                                                                                                                                                              |
|     | (ii) Calculation Amount:                                                          | SEK 1,000,000                                                                                                                                                                                              |
| 7.  | (i) Issue Date:                                                                   | 25 March 2014                                                                                                                                                                                              |
|     | (ii) Interest Commencement Date:                                                  | Issue Date                                                                                                                                                                                                 |
| 8.  | Maturity Date:                                                                    | 25 March 2019                                                                                                                                                                                              |
| 9.  | Interest Basis:                                                                   | 3 month STIBOR + 0.30 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. | (i) 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> ) |

- (ii) 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: Interest shall be payable quarterly in arrears on 25 March, 25 June, 25 September and 25 December in each year, commencing on 25 June 2014 and ending on and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified below.
- (ii) Business Day Convention: Modified Following Business Day Convention
- (iii) Business Centre(s): Stockholm
- (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 STIBOR
  - Relevant Time: 11.00 a.m. in the Relevant Financial Centre
  - Relevant Financial Centre: Stockholm
  - Interest Determination Date(s): Second Stockholm business day prior to the start of each Interest Period
  - Relevant Screen Page: Reuters page “SIDE”
- (vii) ISDA Determination: Not Applicable
- (viii) Margin(s): + 0.30 per cent per annum
- (ix) Minimum Rate of Interest: Not Applicable
- (x) Maximum Rate of Interest: Not Applicable
- (xi) 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: SEK 1,000,000 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 upon 45 days written notice (expiring after the Exchange Date) only upon the occurrence of an Exchange Event.

(ii) New Global S.O. Bonds: No

22. Financial Centre(s): Stockholm

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

Signed on behalf of the Company:

By: .....  
Duly authorised

**Kimmy Samuelsson**

**Yun-Mi Abergel**

## 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 the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 500                                                                                                                                                           |

### 2. RATINGS

- |         |                                                                                                                                                                                                                                                                    |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ratings | S.O. Bonds issued under the Programme generally are rated:<br><br>Standard & Poor's: AAA<br><br>Moody's: Aaa<br><br>Each of Standard & Poor's and Moody's 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 dealer, 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 dealer 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 Company, the Guarantor and their affiliates in the ordinary course of business.

### 4. *Fixed Rate S.O. Bonds only* – YIELD

Not Applicable

### 5. OPERATIONAL INFORMATION

- |       |                                                                                                                                                                                                |                          |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| (i)   | ISIN Code:                                                                                                                                                                                     | XS1048650383             |
| (ii)  | Common Code:                                                                                                                                                                                   | 104865038                |
| (iii) | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme (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                                                                                                                                | Not Applicable           |

Agent(s) (if any):

- (vi) 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 S.O. Bonds are capable of meeting them the S.O. Bonds may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the S.O. Bonds 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.

## 6. 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: Danske Bank A/S
- (vi) Whether TEFRA D rules applicable or TEFRA rules not applicable: TEFRA D

## 7. THIRD PARTY INFORMATION

Not Applicable