

**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.

23 September 2015

**SWEDBANK AB (publ)**

Issue of

**EUR 31,000,000 Floating Rate Notes due August 2020**

**(to be consolidated and form a single series with the EUR 500,000,000 Floating Rate Notes due August 2020 issued on 18 August 2015 (the "Existing Notes"))**

under the

**U.S.\$40,000,000 Global 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 set forth in the Base Prospectus dated 13 May 2015 (the "Base Prospectus") as supplemented by the supplement dated 16 July 2015 which together constitute a base prospectus for the purposes of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State (the "Prospectus Directive"). 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 as so supplemented. Full information on Swedbank AB (publ) (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 as so supplemented. The Base Prospectus and the supplement have been published on the website of the Central Bank of Ireland at [www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx](http://www.centralbank.ie/regulation/securities-markets/prospectus/Pages/approvedprospectus.aspx) and on the website of the Irish Stock Exchange plc at [www.ise.ie](http://www.ise.ie) and copies may be obtained during normal business hours, free of charge, from the registered

## EXECUTION VERSION

office of the Issuer at Landsvägen 40, SE-172 63 Sundbyberg, Sweden and from the specified office of the Principal Paying Agent at Citibank, N.A., London Branch, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, United Kingdom.

1. **Issuer:** Swedbank AB (publ)
2. (i) **Series Number:** GMTN 278  
(ii) **Tranche Number:** 2  
(iii) **Date on which the Notes will be consolidated and form a single Series:** The Notes will be consolidated and form a single Series with the Existing Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 22 below, which is expected to occur on or about 4 November 2015
3. **Specified Currency or Currencies:** Euro ("EUR")
4. **Aggregate Nominal Amount:**  
(i) **Series:** EUR 531,000,000  
(ii) **Tranche:** EUR 31,000,000
5. **Issue Price:** 100.450 per cent of the Aggregate Nominal Amount plus thirty-eight days' accrued interest of EUR 15,543
6. (i) **Specified Denomination(s):** EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000  
(ii) **Calculation Amount:** EUR 1,000
7. (i) **Issue Date:** 25 September 2015  
(ii) **Interest Commencement Date:** 18 August 2015
8. **Maturity Date:** 18 August 2020
9. **Interest Basis:** 3 month EURIBOR +0.50 per cent Floating Rate
10. **Redemption/Payment 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 or Redemption/ Payment Basis:** Not Applicable
12. **Put/Call Options:** Not Applicable
13. **Status of the Notes:** Unsubordinated – Condition 3(a) will apply

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

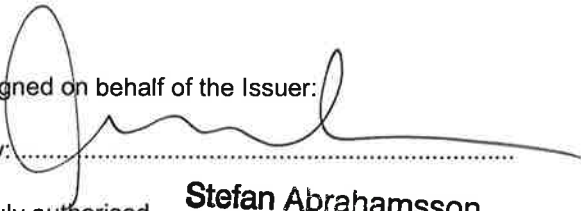
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| 14. | <b>Fixed Rate Note Provisions:</b>  | Not Applicable   |
| 15. | <b>Reset Note Provisions</b>  | Not Applicable   |
| 16. | <b>Floating Rate Note Provisions:</b><br>(Condition 4(c))   | Applicable   |
|     | (i) Specified Period(s)/Specified Interest Payment Dates:   | 18 February, 18 May, 18 August and 18 November in each year, from, and including, 18 November 2015 to, and including, the Maturity Date, in each case 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):   | TARGET2 System   |
|     | (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 Principal Paying Agent): | Not Applicable   |
|     | (vi) Screen Rate Determination:   | Reference Rate: 3 month EURIBOR<br>Relevant Time: As per Condition 4(c)(ii)<br>Relevant Financial Centre: Brussels   |
|     | Reference Rate, Relevant Time and Relevant Financial Centre:  | Reference Rate: 3 month EURIBOR<br>Relevant Time: As per Condition 4(c)(ii)<br>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 EURIBOR01   |
|     | (vii) ISDA Determination:   | Not Applicable   |
|     | (viii) Linear Interpolation:  | Not Applicable   |
|     | (ix) Margin(s):   | +0.50 per cent per annum   |
|     | (x) Minimum Rate of Interest:   | Not Applicable   |
|     | (xi) Maximum Rate of Interest:  | Not Applicable   |
|     | (xii) Day Count Fraction:   | Actual/360   |
| 17. | <b>Zero Coupon Note Provisions:</b>   | Not Applicable   |

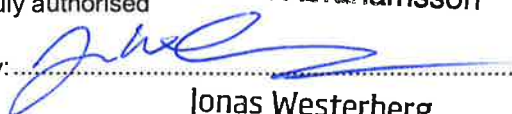
**PROVISIONS RELATING TO REDEMPTION**

18. **Issuer Call:** Not Applicable
19. **Investor Put:** Not Applicable
20. **Final Redemption Amount:** EUR 1,000 per Calculation Amount
21. **Early Redemption Amount:**  
Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default: EUR 1,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

22. **Form of Notes:**
- (i) **Form:** **Bearer Notes:**  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Bearer Notes only upon an Exchange Event
- (ii) **New Global Note:** Yes
23. **Financial Centre(s):** Not Applicable
24. **Talons for future Coupons to be attached to Definitive Notes:** No
25. **Renminbi Currency Events:** Not Applicable
- Calculation Agent: Not Applicable
26. **Third Party Information:**  
Not Applicable

Signed on behalf of the Issuer:  
By:   
Duly authorised **Stefan Abrahamsson**

By:   
Duly authorised **Jonas Westerberg**

## 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 Notes to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from, or from about, 25 September 2015
- The Existing Notes were admitted to trading on the Official List of the Irish Stock Exchange on 18 August 2015
- (iii) Estimate of total expenses related to admission to trading: €600

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated Aa3 by Moody's Investors Service Ltd (**Moody's**), A+ by Standard & Poor's Credit Market Services Europe Limited (**S&P**) and A+ by Fitch Ratings Ltd (**Fitch**).
- Moody's, S&P and Fitch are established in the European Union and are 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 Issuer is aware, no person involved in the offer of the Notes 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 Issuer and its affiliates in the ordinary course of business.

### 4. OPERATIONAL INFORMATION

- (i) ISIN Code: On the Issue Date, the temporary ISIN Code will be XS1297582105. Following consolidation with the Existing Notes, the ISIN Code will be XS1277337678
- (ii) Common Code: On the Issue Date, the temporary Common Code will be 129758210. Following consolidation with the Existing Notes, the Common Code will be 127733767
- (iii) Cusip: Not Applicable
- (iv) CINS: Not Applicable

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- (v) Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking société anonyme (together with the address of each such clearing system) and the relevant identification number(s): Not Applicable
- (vi) Delivery: Delivery against payment
- (vii) Names and addresses of additional Transfer Agents and/or Paying Agent(s) (if any): None
- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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: Not-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: Morgan Stanley & Co. International plc
- (vi) Whether TEFRA D rules are applicable or TEFRA rules are not applicable: TEFRA D