

## 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2014/65/EU (as amended, **MiFID II**); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the **Prospectus Directive**).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, 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 each 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 manufacturers' target market assessment) and determining appropriate distribution channels.

29 August 2019

**Sagax EURO MTN AB (publ)**

**Legal Entity Identifier (LEI): 5493003GK5K8DQSDYY53**

**Issue of €100,000,000 2.250 per cent. Notes due 13 March 2025 (to be consolidated and form a single series with the existing €300,000,000 2.250 per cent. Notes due 13 March 2025 issued on 13 March 2019)**

**guaranteed by AB Sagax (publ)  
under the €1,500,000,000  
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 30 August 2018 which are incorporated by reference in the Base Prospectus dated 5 July 2019, as amended by the First Supplemental Trust Deed dated 5 July 2019. 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 dated 5 July 2019 which constitutes a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**), including the Conditions incorporated by reference in the Base Prospectus. Full information on the Issuer, the Guarantor 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.	(a)	Issuer:	Sagax EURO MTN AB (publ)
	(b)	Guarantor:	AB Sagax (publ)
2.	(a)	Series Number:	2
	(b)	Tranche Number:	2
	(c)	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 €300,000,000 2.250 per cent. Notes due 13 March 2025 issued on 13 March 2019 on the date that is 40 days after the Issue Date
3.		Specified Currency or Currencies:	Euro ("€")
4.		Aggregate Nominal Amount:	
	(a)	Series:	€400,000,000
	(b)	Tranche:	€100,000,000
5.		Issue Price:	107.065 per cent. of the Aggregate Nominal Amount plus 173 days in accrued interest (amounting to €1,063,524.59) from (and including) 13 March 2019 to (but excluding) the Issue Date
6.	(a)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000.
	(b)	Calculation Amount (in relation to calculation of interest in global form see Conditions):	€1,000
7.	(a)	Issue Date:	2 September 2019
	(b)	Interest Commencement Date:	13 March 2019
8.		Maturity Date:	13 March 2025
9.		Interest Basis:	2.250 per cent. Fixed Rate (see paragraph 14 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:	Issuer Call Issuer Par Call Change of Control Put

(see paragraph 18/19/21 below)

13. (a) Status of the Notes: Senior
- (b) Status of the Guarantee: Senior
- (c) Date Board approval for issuance of Notes obtained: 29 August 2018 and 28 August 2019

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

14. Fixed Rate Note Provisions Applicable
- (a) Rate(s) of Interest: 2.250 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 13 March in each year from, and including, 13 March 2020 up to and including the Maturity Date
- (c) Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): €22.50 per Calculation Amount
- (d) Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): Not Applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 13 March in each year
- (g) Step Up Rating Change and/or Step Down Rating Change: Applicable
- (h) Step Up Margin: 1.250 per cent. per annum
15. Floating Rate Note Provisions Not Applicable
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: Applicable
- (a) Optional Redemption Date(s): From (but excluding) the Issue Date to (but excluding) 13 December 2024
- (b) Optional Redemption Amount: Make-whole Amount

	(A) Reference Bond	DBR 0.500 per cent. due 15 February 2025 (DE0001102374)
	(B) Redemption Margin	0.400 per cent.
	(C) Quotation Time	11.00am (Central European Time)
	(c) If redeemable in part:	Not Applicable
	(d) Notice periods:	Minimum period: 15 days Maximum period: 30 days
19.	Issuer Par Call:	Applicable
	(a) Par Call Period:	From (and including) 13 December 2024 to (but excluding) the Maturity Date
	(b) Notice Periods:	Minimum period: 15 days Maximum period: 30 days
20.	Investor Put:	Not Applicable
21.	Change of Control Put:	Applicable
	Change of Control Redemption Amount:	€1,000 per Calculation Amount
22.	Final Redemption Amount:	€1,000 per Calculation Amount
23.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	€1,000 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:	Yes
	(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 Sagax EURO MTN AB (publ) as Issuer:

By:

Signed on behalf of AB Sagax (publ) as Guarantor:

By:

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing and Admission to trading      Application is expected to be 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 the Issue Date.
- The existing €300,000,000 2.250 per cent. Notes due 13 March 2025 issued on 13 March 2019 are already admitted to trading on the regulated market of Euronext Dublin and listed on the Official List of Euronext Dublin.
- (ii) Estimate of total expenses related to admission to trading:      EUR1,000

### 2. RATINGS

- Ratings:      The Notes to be issued have been rated:
- Baa3 by Moody's Investors Service (Nordics) AB (**Moody's**).
- Moody's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**)

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

Save for the fees payable to the Dealer, so far as the Issuer and the Guarantor are aware, no person involved in the issue of the Notes 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 Issuer, the Guarantor and their respective affiliates in the ordinary course of business.

### 4. YIELD

- Indication of yield:      0.875 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) Temporary ISIN:      XS2048634310
- ISIN (upon consolidation to form a single series):      XS1962543820

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|--------|--|---|
| (ii)   | Temporary Common Code:   | 204863431   |
|        | Common Code (upon consolidation to form a single series):  | 196254382   |
| (iii)  | CFI:   | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN   |
| (iv)   | FISN:  | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN   |
| (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  |
| (viii) | Intended to be held in a manner which would allow Eurosystem eligibility:  | No.<br><br>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 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. |

## 6. DISTRIBUTION

- |       |   |                                  |
|-------|---|----------------------------------|
| (i)   | Method of distribution:                     | Non-syndicated<br>Not Applicable |
| (ii)  | If syndicated, names of Managers:           |                                  |
| (iii) | Date of Subscription Agreement:             | Not Applicable                   |
| (iv)  | Stabilisation Manager(s) (if any):          | Not Applicable                   |
| (v)   | If non-syndicated, name of relevant Dealer: | Swedbank AB (publ)               |

- (vi) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (vii) Prohibition of Sales to EEA Retail Investors: Applicable
- (viii) Prohibition of Sales to Belgian Consumers: Applicable