

2 May 2011

**SWEDBANK AB (publ)**

Issue of

**SEK 150,000,000 Fixed Rate Notes due 15 September 2014**

(to be consolidated and form a single series with the existing SEK 130,000,000 Fixed Rate Notes due 15 September 2014)

under the

**U.S.\$40,000,000,000 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 (the “Conditions”) set forth in the Prospectus dated 20 May 2009. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of Directive 2003/71/EC (the “Prospectus Directive”) and must be read in conjunction with the Prospectus dated 20 May 2010 and the supplementary prospectus dated 22 July, 2010, the supplementary prospectus dated 21 October, 2010, the supplementary prospectus dated 08 February, 2011 and the supplementary prospectus dated 28 April, 2011, which together constitute a base prospectus for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the Prospectus dated 20 May 2009 and are attached hereto. 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 Prospectuses dated 20 May 2009 and 20 May 2010 and the supplementary prospectuses dated 22 July, 2010, the supplementary prospectus dated 21 October, 2010, the supplementary prospectus dated 08 February, 2011 and the supplementary prospectus dated 28 April, 2011. The Prospectuses and the supplementary prospectuses are available for viewing at Swedbank AB (publ), Brunkebergstorg 8, SE-105 34 Stockholm and <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> and copies may be obtained from the specified office of the Principal Paying Agent in London.

1. **Issuer:** Swedbank AB (publ)

2. (i) **Series Number:** 123

(ii) **Tranche Number:** 2

The Notes issued under these Final Terms will be consolidated and form a single Series with the existing SEK 130,000,000 Fixed Rate Notes due 15 September 2014, details of which are included in the Final Terms dated 11 September 2009 under Series 123. The Notes will become fungible with existing Series 123 forty (40) days after the Issue Date.

3. **Specified Currency or Currencies:** Swedish Krona (“SEK”)

4. **Aggregate Nominal Amount:**

(i)	Series:	SEK 280,000,000
(ii)	Tranche:	SEK 150,000,000
5.	<b>Issue Price:</b>	98.9583 per cent. of the Aggregate Nominal Amount plus accrued interest from and including 15 September 2010 to but excluding the Issue Date
6.	(i) <b>Specified Denominations:</b>	SEK 1,000,000
	(ii) <b>Calculation Amount:</b>	SEK 1,000,000
7.	(i) <b>Issue Date:</b>	4 May 2011
	(ii) <b>Interest Commencement Date:</b>	15 September 2010
8.	<b>Maturity Date:</b>	15 September 2014
9.	<b>Interest Basis:</b>	4.20 per cent. Fixed Rate (further particulars specified below)
10.	<b>Redemption/Payment Basis:</b>	Redemption at par
11.	<b>Change of Interest Basis or Redemption/Payment Basis:</b>	Not Applicable
12.	<b>Put/Call Options:</b>	Not Applicable
13.	(i) <b>Status of the Notes:</b>	Unsubordinated – Condition 3(a) will apply
	(ii) <b>Date Board approval for issuance of Notes obtained:</b>	Not Applicable
14.	<b>Method of distribution:</b>	Non-syndicated

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

15.	<b>Fixed Rate Note Provisions:</b>	Applicable
	(i) <b>Rate(s) of Interest:</b>	4.20 per cent. per annum payable annually in arrear
	(ii) <b>Interest Payment Date(s):</b>	15 September in each year up to and including the Maturity Date, following, unadjusted
	(iii) <b>Fixed Coupon Amount(s):</b>	SEK 42,000 per Calculation Amount
	(iv) <b>Broken Amount(s):</b>	Not Applicable
	(v) <b>Day Count Fraction:</b>	30/360
	(vi) <b>Determination Dates:</b>	Not Applicable
	(vii) <b>Other terms relating to the method of</b>	Not Applicable

calculating interest for Fixed Rate Notes:

- |     |   |                |
|-----|---|----------------|
| 16. | <b>Floating Rate Note Provisions:</b>   | Not Applicable |
| 17. | <b>Zero Coupon Note Provisions:</b>   | Not Applicable |
| 18. | <b>Index-Linked Interest Note/other variable-linked interest Note Provisions:</b> | Not Applicable |
| 19. | <b>Dual Currency Interest Note Provisions:</b>                                    | Not Applicable |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |                                 |                                      |
|-----|---------------------------------|--------------------------------------|
| 20. | <b>Issuer Call:</b>             | Not Applicable                       |
| 21. | <b>Investor Put:</b>            | Not Applicable                       |
| 22. | <b>Final Redemption Amount:</b> | SEK 1,000,000 per Calculation Amount |
| 23. | <b>Early Redemption Amount:</b> | As set out in Condition 5(e)         |
- Early Redemption Amount(s) payable on redemption for taxation reasons or on Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 5(e)):

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |   |                      |
|-----|---|----------------------|
| 24. | <b>Form of Notes:</b>   | <b>Bearer Notes:</b> |
|     | (i) Form:   | No                   |
|     | (ii) New Global Note:   | No                   |
| 25. | Financial Centre(s) or other special provisions relating to Payment Days:   | Stockholm, TARGET    |
| 26. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No                   |
| 27. | Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable       |
| 28. | Details relating to Instalment Notes:   |                      |

- |      |  |                |
|------|--|----------------|
| (i)  | Instalment Amount(s):  | Not Applicable |
| (ii) | Instalment Date(s):  | Not Applicable |
| 29.  | Redenomination, renominalisation and reconventioning provisions: | Not Applicable |
| 30.  | Consolidation provisions:  | Not Applicable |
| 31.  | Additional U.S. Federal Income Tax Considerations:               | Not Applicable |
| 32.  | Other final terms:   | Not Applicable |

## DISTRIBUTION

- |     |       |   |  |
|-----|-------|---|--|
| 33. | (i)   | If syndicated, names of Managers:                                       | Not Applicable   |
|     | (ii)  | Date of Subscription Agreement:   | Not Applicable   |
|     | (iii) | Stabilising Manager(s) (if any):  | Not Applicable   |
| 34. |       | If non-syndicated, name of Dealer:                                      | Nordea Bank Danmark A/S<br>Christiansbro, Strandgade 3<br>1401 Copenhagen K<br>Denmark |
| 35. |       | Whether TEFRA D rules are applicable or TEFRA rules are not applicable: | TEFRA D  |
| 36. |       | Additional selling restrictions:  | Not Applicable   |

## PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for issue and admission to trading on the EEA Regulated Market of the London Stock Exchange and, listing on the Official List of the UK Listing Authority of the Notes described herein pursuant to the U.S.\$40,000,000,000 Global Medium Term Note Programme of Swedbank AB (publ).

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

  
Martin Rydin

Gunnel Svahn

## **PART B – OTHER INFORMATION**

### **1. LISTING AND ADMISSION TO TRADING**

- (i) Listing: London
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the London Stock Exchange with effect from 4 May 2011. Tranche 1 was admitted to trading on the London Stock Exchange with effect from 15 September 2009.
- (iii) Estimate of total expenses related to admission to trading: Not Applicable

### **2. RATINGS**

- Ratings: The Notes have been assigned the following ratings:
- S&P: A  
Moody's: A2

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### **4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: See "Use of Proceeds" wording in Prospectus
- (ii) Estimated net proceeds: SEK 152,444,950
- (iii) Estimated total expenses: Not Applicable

### **5. Fixed Rate Notes only – YIELD**

- Indication of yield: 4.534 per cent.  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **6. Index-Linked or other variable-linked Notes only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Not Applicable

### **7. Dual Currency Notes only – PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT**

Not Applicable

**8. OPERATIONAL INFORMATION**

- |   |  |
|---|--|
| (i) ISIN Code:  | Temporary ISIN Code XS0623670592 to be consolidated and form a single series with XS0451741234 forty days after the Issue Date |
| (ii) Common Code:   | Temporary Common Code 062367059 to be consolidated and form a single series with 045174123 forty days after the Issue Date     |
| (iii) Cusip:  | Not Applicable   |
| (iv) CINS:  | Not Applicable   |
| (v) Swiss Security Number:  | Not Applicable   |
| (vi) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking société anonyme and SIX SIS AG (together with the address of each such clearing system) and the relevant identification number(s): | Not Applicable   |
| (vii) Settlement procedures:  | Customary MTN settlement and payment procedures apply  |
| (viii) Delivery:  | Delivery against payment   |
| (ix) Names and addresses of additional Paying Agent(s) (including, in the case of Swiss Domestic Notes, the Principal Swiss Paying Agent and any other Swiss Paying Agents) (if any):                               | Not Applicable   |
| (x) Intended to be held in a manner which would allow Eurosystem eligibility:   | No   |

## **Appendix**

The Conditions set forth in the Prospectus dated 20 May 2009