

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2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the **Insurance Mediation Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the **Prospectus Directive**).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

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).

28 January 2020

AB Sagax (publ)

Legal Entity Identifier (LEI): 549300LJX28T6OM8DT95

**Issue of EUR300,000,000 1.125 per cent. Notes due 30 January 2027
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 5 July 2019 and the supplement to it dated 27 January 2020 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.

1. Issuer: AB Sagax (publ)
2. (a) Series Number: 5
- (b) Tranche Number: 1
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount:
 - (a) Series: EUR300,000,000
 - (b) Tranche: EUR300,000,000
5. Issue Price: 99.473 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR100,000 and integral multiples of EUR1,000 in excess thereof up to and including EUR199,000. No Notes in definitive form will be issued with a denomination above EUR199,000.
- (b) Calculation Amount (in relation to calculation of interest in global form see Conditions): EUR1,000
7. (a) Issue Date: 30 January 2020
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 30 January 2027
9. Interest Basis: 1.125 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) Date Board approval for issuance of Notes obtained: 26 January 2020

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Applicable
(a)	Rate(s) of Interest:	1.125 per cent. per annum payable in arrear on each Interest Payment Date
(b)	Interest Payment Date(s):	30 January in each year from, and including, 30 January 2021 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):	EUR11.25 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):	30 January 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) 30 October 2026
(b)	Optional Redemption Amount:	Make-whole Amount
(A)	Reference Bond	DBR 0.000 per cent. due 15 August 2026 (DE0001102408)
(B)	Redemption Margin	0.300 per cent.
(C)	Quotation Time	11.00 a.m. (Central European Time)
(c)	If redeemable in part:	Applicable

	(i)	Minimum Amount	Redemption	EUR100,000
	(ii)	Maximum Amount	Redemption	EUR300,000,000
	(d)	Notice periods:		Minimum period: 10 days Maximum period: 30 days
19.		Issuer Par Call:		Applicable
	(a)	Par Call Period:		From (and including 30 October 2026 (the Par Call Period Commencement Date)) to (but excluding) the Maturity Date
	(b)	Notice Periods:		Minimum period: 10 days Maximum period: 30 days
20.		Investor Put:		Not Applicable
21.		Change of Control Put		Applicable
		Change of Control Amount:	Redemption	EUR1,000 per Calculation Amount
22.		Final Redemption Amount:		EUR1,000 per Calculation Amount
23.		Early Redemption Amount payable on redemption for taxation reasons or on event of default:		EUR1,000 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 AB Sagax (publ):

By: 

Dully authorised

Nicole Blomkvist

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.
- (ii) Estimate of total expenses related to admission to trading: EUR1,000

2. RATINGS

- Ratings: The Notes to be issued are expected to be 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 Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers 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.

5. YIELD

- Indication of yield: 1.204 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.

6. OPERATIONAL INFORMATION

- (i) ISIN: XS2112816934
- (ii) Common Code: 211281693
- (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.

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. |

7. DISTRIBUTION

- | | | |
|-------|---|---|
| (i) | Method of distribution: | Syndicated |
| (ii) | If syndicated, names of Managers: | <i>Joint Lead Managers:</i>
Deutsche Bank AG, London Branch
Nordea Bank Abp
Swedbank AB (publ) |
| (iii) | Date of Subscription Agreement: | 28 January 2020 |
| (iv) | Stabilisation Manager(s) (if any): | Deutsche Bank AG, London Branch |
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (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 Applicable Consumers: