



Skandinaviska Enskilda Banken

(Incorporated in the Kingdom of Sweden with limited liability)

Global Programme for the Continuous Issuance of Medium Term Notes and Covered Bonds

This Supplement (the **Supplement**) to the Information Memorandum dated 7th September, 2021, as supplemented on 26th October, 2021 and 1st February, 2022, in relation to the Global Programme for the Continuous Issuance of Medium Term Notes and Covered Bonds (as so supplemented, the **Information Memorandum**), which comprises a Base Prospectus for the purposes of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the Global Programme for the Continuous Issuance of Medium Term Notes and Covered Bonds (the **Programme**) which was established by Skandinaviska Enskilda Banken AB (publ) (**SEB**).

Terms defined in the Information Memorandum have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum issued by SEB.

SEB accepts responsibility for the information contained in this Supplement. To the best of the knowledge of SEB the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**) as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of SEB or the quality of the Notes. Investors should make their own assessment as to the suitability of the Notes.

On 1st March, 2022, SEB published its annual and sustainability report for 2021 (the **2021 Annual Report**) containing its audited consolidated and non-consolidated financial statements (including the auditors' report thereon) as at, and in respect of the financial year ended 31st December, 2021 (the **2021 Financial Statements**).

On 27th April, 2022, SEB published its interim report entitled "Quarterly Report | Q1 2022" (the **Quarterly Report**) containing its unaudited consolidated and non-consolidated interim financial statements (including the auditor's review report thereon) as at, and in respect of the three month period ended, 31st March, 2022 (the **Q1 Financial Statements**), together with the publication entitled "Fact Book | January – March 2022" relating thereto (the **Q1 Fact Book**).

The purpose of this Supplement is to (i) incorporate by reference certain sections of the 2021 Annual Report, the Quarterly Report and the Q1 Fact Book as specified below; (ii) confirm there has been no significant change in the financial performance or position of the Bank or the SEB Group since 31st March, 2022 nor any material adverse change in the prospects of the Bank or the SEB Group since 31st December, 2021; (iii) update the paragraph entitled "*Key Figures*" contained in the Information Memorandum, together with the immediately following paragraph; (iv) update the risk factors and (v)

update the Information Memorandum to include a new sub-section entitled "Restatement of comparative figures" at the end of the section entitled "*Skandinaviska Enskilda Banken AB - Recent Developments*".

By virtue of this Supplement, the following documents shall be incorporated by reference in, and form part of, the Information Memorandum:

1. the 2021 Financial Statements set out on pages 108 – 198 (inclusive) and the section entitled "*Auditor's report*" on pages 203 – 207 (inclusive) of the 2021 Annual Report;
2. the Q1 Financial Statements set out on pages 19 – 42 (inclusive) and the section entitled "*Auditor's review report*" on page 45 of the Quarterly Report; and
3. the section entitled "Market Risk for Trading Book" set out on page 29 of the Q1 Fact Book.

It should be noted that the 2021 Financial Statements (including the comparative information included therein) incorporated by reference in this Offering Circular have not been restated to reflect the publication of restated comparative financial information relating to certain organisational and presentation changes. Please see "*Skandinaviska Enskilda —Recent Developments Restatement of comparative figures*".

Since 31st March, 2022, the last day of the financial period in respect of which the most recent unaudited interim financial statements of the Bank have been published, there has been no significant change in the financial performance or position of the Bank or the SEB Group, nor, since 31st December, 2021, the last day of the financial period in respect of which the most recent audited financial statements have been published, has there been any material adverse change in the prospects of the Bank or the SEB Group.

If the documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference.

The non-incorporated parts of the 2021 Annual Report, the Quarterly Report and the Q1 Fact Book are either not relevant for the investor or are covered elsewhere in the Information Memorandum.

A copy of the 2021 Annual Report can be viewed on the website of SEB and is available at [https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/44DC29E047E8FABDC12587F7002A8F15/\\$FILE/annual_report_2021.pdf](https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/44DC29E047E8FABDC12587F7002A8F15/$FILE/annual_report_2021.pdf). A copy of the Quarterly Report can be viewed on the website of SEB and is available at [https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/EFB261120CD31D32C1258815002B166D/\\$FILE/2022_q1_interim.pdf](https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/EFB261120CD31D32C1258815002B166D/$FILE/2022_q1_interim.pdf). A copy of the Q1 Fact Book can be viewed on the website of SEB and is available at [https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/00C57325290E877CC1258815002B3507/\\$FILE/2022_q1_factbook.pdf](https://webapp.sebgroup.com/mb/mblib.nsf/alldocsbyunid/00C57325290E877CC1258815002B3507/$FILE/2022_q1_factbook.pdf).

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference into the Information Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement and in any other supplement to the Information Memorandum previously issued, there has been no other significant new factor, material mistake or material

inaccuracy relating to information included in the Information Memorandum since the publication of the Information Memorandum.

Amendments to the Information Memorandum

1. Key Figures

Further to the incorporation by reference of the above sections of the Quarterly Report and the Q1 Fact Book into the Information Memorandum, the paragraph entitled “Key Figures” on starting page 131 of the Information Memorandum, together with the immediately following paragraph, shall be updated and replaced with the following paragraphs:

“KEY FIGURES

The table below shows certain key figures for SEB on a consolidated basis.

	As at/three months ended 31st March,	As at/year ended 31st December,	
	2022	2021	2020
(Unaudited)			
Return on equity ¹⁾ %.....	13.4	13.9	9.7
Return on equity, excluding items affecting comparability ²⁾ %.....	13.4	13.9	10.3
Return on risk exposure amounts ³⁾	3.2	3.4	2.1
Basic earnings per share ⁴⁾ (SEK)	2.98	11.75	7.28
Cost/income ratio ⁵⁾	0.39	0.42	0.46
Net ECL level ⁶⁾ %.....	0.08	0.02	0.26
Stage 3 (credit-impaired) loans/total loans, gross %	0.42	0.53	0.87
Total capital ratio ^{7), 8)} % (at period end)	21.4	23.1	25.1
CET1 capital ratio ⁹⁾ % (at period end).....	18.7	19.7	21.0
Tier 1 capital ratio ¹⁰⁾ % (at period end)	19.7	21.4	22.7
Weighted average number of shares outstanding (millions) ¹¹⁾	2,151	2,164	2,163
Liquidity Coverage Ratio ¹²⁾ % (at period end)	122	145	163
Net Stable Funding Ratio ¹³⁾ % (at period end)	108	111	-
Leverage ratio ¹⁴⁾ % (at period end).....	4.3	5.0	5.1

- 1) Net profit attributable to shareholders in relation to average shareholders' equity (calculated using month-end data).
- 2) Net profit attributable to shareholders, excluding items affecting comparability and their related tax effect, in relation to average shareholders' equity (calculated using month-end data). Items affecting comparability include for the year ended 31st December, 2020 an administrative fine of SEK 1,000 million issued by the SFSA to SEB on the SFSA finalising its review of SEB's governance and control of measures against money laundering in SEB's Baltic banks.
- 3) Net profit attributable to shareholders in relation to average risk exposure amounts (REA) (calculated using month-end data).
- 4) Net profit attributable to shareholders in relation to the weighted average number of shares outstanding (calculated on a daily basis) before dilution.
- 5) Total operating expenses in relation to total operating income.

- 6) Net credit impairments as a percentage of the opening balance of debt securities and loans to the public and credit institutions measured at amortised cost, financial guarantees and loan commitments, less the expected credit loss (ECL) allowances (the allowance for expected credit losses on financial assets, contract assets, loan commitments and financial guarantee contracts). The net ECL level is based on the IFRS 9 expected loss model.
- 7) The total capital of the financial group of undertakings, which includes both Group companies (other than insurance companies within the Group) and non-consolidated associated companies, adjusted according to the Basel III capital adequacy rules as a percentage of REA.
- 8) According to SEB's interpretation of the CRD IV/CRR regulatory requirements and as reported to the SFSA.
- 9) The common equity Tier 1 capital as a percentage of REA.
- 10) The Tier 1 capital as a percentage of REA.
- 11) The number of issued shares, less shares owned by the Group, weighted on a daily basis.
- 12) High-quality liquid assets in relation to the estimated net cash outflows over the next 30 days. Calculated according to SFSA regulations for the respective period. This is according to the definition under the relevant EU regulations.
- 13) In accordance with CRR II.
- 14) Tier 1 capital as a percentage of total assets including off balance sheet items with conversion factors according to the standardised approach.

SEB's net expected credit losses were SEK 535 million, with a net expected credit loss level (**net ECL level**) of 0.08 per cent., for the three months ended 31st March, 2022 compared to SEK 156 million, with a net ECL level of 0.03 per cent., for the corresponding period in 2021. SEB's net expected credit losses were SEK 510 million, with a net ECL level of 0.02 per cent., for the year ended 31 December, 2021, compared to SEK 6,118 million, with a net ECL level of 0.26 per cent. for the year ended 31 December, 2020.”

3. *Risk Factors*

By virtue of this Supplement, the following changes shall be made to the risk factors:

- a) On page 11, the second paragraph of the risk factor entitled “*SEB's business, earnings and results of operations are materially affected by conditions in the global and regional financial markets and by global and regional economic conditions*” in the section “*Risk Factors - Risk Factors related to the Markets and Economies in which SEB operates*” shall be deleted and replaced with the following paragraphs:

“With a significant part of its operating profit arising from its Large Corporates & Financial Institutions division, SEB's results of operations are particularly exposed to the risk of weak economic and financial activity and a downturn in the capital markets in general. Trade conflicts and expanding calls for increased protectionism, continued uncertainties with respect to geopolitical developments and the consequences of Brexit, China's credit tightening, the Russian Federation's invasion of Ukraine and a significant recent worsening of sentiment in Western Europe have resulted in increased and sustained uncertainty in the financial markets. As the outbreak of the COVID-19 virus escalated into a global pandemic in the first quarter of 2020, market volatility reached levels not seen since the financial crisis. As a result, economies globally deteriorated rapidly in the second quarter of 2020 as various measures, including large-scale restrictions on movement, were implemented to contain the spread of the COVID-19 virus. Significant uncertainty remains as to the full extent of the adverse economic consequences of the COVID-19 pandemic. See *"The outbreak of COVID-19 has impacted and is expected to further adversely impact SEB and its customers, counterparties, employees, and third-party service providers, and could have a material*

adverse effect on SEB's business, financial position, results of operations, and prospects" for further information.

In addition, the invasion by the Russian Federation of Ukraine and any further military or geopolitical tensions could adversely impact global and regional financial markets and economic conditions, especially in Europe, and could also impact energy prices and energy supply in Europe, which is largely dependent on Russian natural gas and crude oil, as well as other commodity prices, and could magnify existing inflationary pressure resulting from, among other factors, the COVID-19 pandemic and impact interest rate outlooks. Several major central banks have already raised or are considering raising interest rates earlier than previously expected in addition to tapering their quantitative easing programmes. On 28th April, 2022, the Riksbank decided to raise the repo rate from zero to 0.25 per cent. In response to the invasion, western allies, including the U.S., UK and EU, have expanded sanctions significantly against Russia and have introduced additional measures, including the removal of several Russian banks from the SWIFT messaging system, which could have further adverse effects on global markets as well as on SEB and SEB's customers, and SEB's asset quality.”; and

- b) the following shall be added as a new risk factor at the end of the section “*Risk Factors - Risk Factors related to the Markets and Economies in which SEB operates*”:

***“SEB may become subject to various legal proceeding, which could have a material impact on its financial condition, results of operations, liquidity and/or prospects, and could result in reputational damage.*”**

DSK Hyp, a wholly-owned subsidiary of SEB, was informed in July 2018 that the German public prosecutor's office had opened an investigation against one former employee, and potentially against other individuals then not known to DSK Hyp, for allegedly having assisted in tax evasion. As of the date of this Supplement, this investigation is ongoing and a number of former and current employees of DSK Hyp and SEB are being investigated for their alleged involvement. The scope of the investigation was conveyed to DSK Hyp in conjunction with a search of its premises and Skandinaviska Enskilda Banken AB Frankfurt branch in December 2021.

DSK Hyp and SEB are not aware of any indictments that have been filed against any of their employees. However, the ongoing investigation or potential indictments against its employees may lead to negative financial and/or reputational effects for the SEB Group. DSK Hyp and SEB are cooperating with the German public prosecutor's office. As of the date of this Supplement, it is unclear what impact this investigation may have on the re-assessment by the German tax authorities of DSK Hyp's crediting of withholding tax referred to in “*Skandinaviska Enskilda Banken AB - Recent Developments*”. It cannot be ruled out that the investigation or potential indictments may lead to negative financial and/or reputational effects for the Group.

In addition, SEB may in the future become subject to various civil, administrative and arbitration proceedings with various parties, including clients, customers, business partners, employees, or regulatory or tax authorities. Any of these may result in SEB being exposed to financial liability and materially affect SEB's reputation in its markets or its relationships with clients and customers. In addition, the proceedings or settlement in relation to litigation may involve internal and external costs, which may, even in the case of a favourable outcome for SEB of a relevant proceeding, not be fully reimbursable, divert senior management's time or use other resources that would otherwise be utilised elsewhere in SEB's business. The legal proceedings may lead to negative media coverage and may adversely affect SEB's brand/and/or public image, even if the proceedings resolve in SEB's favour. The occurrence of any of these events

could materially and adversely affect SEB's business, financial condition, results of operations or prospects."

2. *Recent Developments*

On page 137 of the Information Memorandum, the following shall be inserted at the end of the paragraph entitled "*Recent Developments*" in the section entitled "*Skandinaviska Enskilda Banken AB*":

"Restatement of comparative figures

On 28th March, 2022, SEB published restated comparative figure for the years ended 31st December, 2020 (the **Restated 2020 Financial Information**) and 31st December, 2021 (the **Restated 2021 Financial Information** and, together with the Restated 2020 Financial Information, the **Restated Financial Information**) to reflect certain organisational and presentation changes, including the formation of SEB's new division Private Wealth Management & Family Office, which became operational as of 1st June, 2021 and became subject to the Group's financial reporting as of 1st January, 2022. The restatement had no impact on SEB's net profit or equity for these periods.

The Restated Financial Information reflects organisational changes, including:

- the reporting of Private Wealth Management & Family Office, previously included in the division Corporate & Private Customers, as a separate division and reporting segment;
- the transfer of the Life division's sales unit to the Corporate & Private Customers division; and
- the transfer of Institutional Asset Management from the Large Corporate & Financial Institutions division to the Investment Management division.

The Restated Financial Information also reflects the following presentation changes:

- the addition of a new reporting line, "Imposed levies", to the income statement, which is presented below the line item "Net expected credit losses". Within this new line item, the new Swedish risk tax on banks is presented as well as resolution fees, previously presented in the line item "Net interest income";
- the removal of the line item "Gains less losses from tangible and intangible assets"; and
- the presentation of amortisation of premium or discount for bonds in the trading book and liquidity portfolio within "Net interest income" rather than "Net financial income".

The tables below show the impact of the Restated Financial Information on SEB's income statements for the years ended 31st December, 2021 and 2020, and for the three months ended 31st March, 2021. The restatement had no impact on SEB's net profit or equity for these periods. All restated information in this Information Memorandum is unaudited.

<u>SEK million</u>	<u>Previously reported</u>	<u>Change</u>			<u>Restated</u>
		<u>For the three months ended March 31, 2021</u>			
		<u>Resolution fees</u>	<u>NII adjustment</u>	<u>Other</u>	
Net interest income	6,396	267	-363	—	6,300
Net fee and commission income	4,776	—	—	—	4,776

Net financial income.....	2,179	—	363	—	2,543
Net other income.....	-4	—	—	1	-3
Total operating income.....	13,347	267	0	1	13,616
Staff costs	-3,897	—	—	—	-3,897
Other expenses.....	-1,345	—	—	—	-1,345
Depreciation, amortisation and impairments of tangible and intangible assets.....	-476	—	—	—	-476
Total operating expenses	-5,718	—	—	—	-5,718
 Profit before credit losses and imposed levies.....	 7,630	 267	 0	 1	 7,898
 Gains less losses from tangible and intangible assets	 1	 —	 —	 -1	 —
Net expected credit losses.....	-156	—	—	—	-156
Imposed levies: Risk tax and resolution	—	-267	—	—	-267
 Operating profit.....	 7,475	 0	 0	 0	 7,475
 Income tax expense.....	 -1,457	 —	 —	 —	 -1,457
Net profit	6,018	0	0	0	6,018
 Attributable to shareholders of Skandinaviska Enskilda Banken AB.....	 6,018	 —	 —	 —	 6,018

SEK million	Previously reported		Change						Restated	
	2021	2020	2021			2020			2021	2020
			Resolution fees	NII adjustment	Other	Resolution fees	NII adjustment	Other		
Net interest income	26,321	25,143	1,019	-1,243	—	918	-987	—	26,097	25,073
Net fee and commission income.....	21,142	18,063	—	—	—	—	—	—	21,142	18,063
Net financial income	6,992	6,275	—	1,243	—	—	987	—	8,235	7,262
Net other income	159	236	—	—	5	—	—	-7	164	229
Total operating income	54,614	49,717	1,019	0	5	918	0	-7	55,638	50,628
Staff costs.....	-15,372	14,976	—	—	—	—	—	—	15,372	14,976
Other expenses	-5,763	-5,864	—	—	—	—	—	—	-5,763	-5,864
Depreciation, amortisation and impairments of tangible and intangible assets.....	-2,110	-1,906	—	—	—	—	—	—	-2,110	-1,906

Total operating expenses	-23,245	22,747	—	—	—	—	—	—	23,245	22,747
Profit before credit losses and imposed levies	31,368	26,970	1,019	0	5	918	0	-7	32,393	27,881
Gains less losses from tangible and intangible assets	5	-7	—	—	-5	—	—	7	—	—
Net expected credit losses	-510	-6,118	—	—	—	—	—	—	-510	-6,118
Imposed levies: Risk tax and resolution	—	—	-1,019	—	—	-918	—	—	-1,019	-918
Operating profit before items affecting comparability	30,864	20,846	0	0	0	0	0	0	30,864	20,846
Items affecting comparability	—	-1,000	—	—	—	—	—	—	—	-1,000
Operating profit	30,864	19,846	0	0	0	0	0	0	30,864	19,846
Income tax expense	-5,441	-4,100	—	—	—	—	—	—	-5,441	-4,100
Net profit	25,423	15,746	0	0	0	0	0	0	25,423	15,746
Attributable to shareholders of Skandinaviska Enskilda Banken AB	25,423	15,746	—	—	—	—	—	—	25,423	15,746