

AMENDED AND RESTATED 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 (EU) 2016/97 (the "**Insurance Distribution 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 Regulation (EU) 2017/1129 (the "**EU Prospectus Regulation**"). 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.

PROHIBITION OF SALES TO UK 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 United Kingdom (the "**UK**"). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (the "**FSMA**") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the 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 Directive 2014/65/EU (as amended, "**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 manufacturer's 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) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAAN16: Notice on Recommendations on Investment Products).

**Amended and Restated Final Terms dated 6 July 2022
which amend and restate the Final Terms dated 5 July 2022¹**

HEMSÖ FASTIGHETS AB

Legal entity identifier (LEI): 549300VOTS5OZ82UTG69

Issue of JPY 10,000,000,000 1.46 per cent. Fixed Rate Notes due 7 July 2042

¹ All amendments and restatements are indicated with a footnote detailing the relevant changes.

under the EUR 4,000,000,000 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 8 November 2021 and the supplemental base prospectus dated 4 February 2022 which together constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the EU Prospectus Regulation and must be read in conjunction with the Base Prospectus, in order to obtain all relevant information. The Base Prospectus has been published on the websites of Euronext Dublin (<https://live.euronext.com/en/markets/dublin>) and the Issuer (www.hemso.se).

1. Issuer: Hemsö Fastighets AB
2. (i) Series Number: 78
(ii) Tranche Number: 1
(iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Japanese Yen ("**JPY**")
4. Aggregate Nominal Amount: JPY 10,000,000,000
(i) Series: JPY 10,000,000,000
(ii) Tranche: JPY 10,000,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: JPY 100,000,000
(ii) Calculation Amount: JPY 100,000,000
7. (i) Issue Date: 7 July 2022
(ii) Interest Commencement Date: Issue Date
8. Maturity Date: 7 July 2042
9. Interest Basis: 1.46 per cent. Fixed Rate
(see paragraph 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount.
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options: Change of Control Put Option
(further particulars specified in paragraph 19 below)
13. (i) Status of the Notes: Senior

- (ii) Date Board approval for issuance of Notes obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (i) Rate of Interest: 1.46 per cent. per annum payable in arrear on each Interest Payment Date
- (ii) Interest Payment Date(s): Semi-annually in arrear on 7 January and 7 July of each year, commencing 7 January 2023, up to and including the Maturity Date in accordance with the Modified Following Business Day Convention
- (iii) Fixed Coupon Amount: JPY 730,000 per Calculation Amount
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: 30/360 (unadjusted)
- (vi) Determination Date: Not Applicable
15. **Floating Rate Note Provisions** Not Applicable
16. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Call Option** Not Applicable
18. **Put Option** Not Applicable
19. **Change of Control Put Option** Applicable
20. **Clean-up Call Option** Not Applicable
21. **Early Termination Amount**
- Early Termination Amount(s) per Calculation Amount payable on redemption on event of default or other early redemption: JPY 100,000,000 per Calculation Amount
22. **Final Redemption Amount of each Note** JPY 100,000,000 per Calculation Amount
23. **Early Redemption Amount**
- Early Redemption Amount(s) per Calculation Amount payable on redemption on event of default or other early redemption: JPY 100,000,000 per Calculation Amount
24. **Early Redemption Amount (Tax)**
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons: JPY 100,000,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. **Form of Notes:** Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

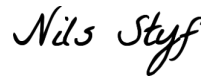
26. New Global Note: Yes
27. Additional Financial Centre(s): TARGET, Tokyo and Stockholm.
28. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Relevant Benchmark[s]: Not Applicable

Signed on behalf of Hemsö Fastighets AB:

By:

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Duly authorised

Rutger Källén



Nils Styf

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,500

2. RATINGS

The Notes to be issued will not be rated.

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

Save for the 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. 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 and its affiliates in the ordinary course of business.

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

- (i) Reasons for the offer See “*Use of Proceeds*” wording in Base Prospectus
- (ii) Estimated net proceeds: JPY 10,000,000,000

5. *Fixed Rate Notes only* – YIELD

Indication of yield: 1.46 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

ISIN: XS2498534291

Common Code: 249853429

FISN: HEMSO FASTIGHET/1.46EMTN 20240708, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

CFI Code: DTFNFR, as updated, as set out on] the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Any clearing system(s) other than Euroclear or Clearstream, Luxembourg Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

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.²

7. **DISTRIBUTION**

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|-------|--|--------------------------------------|
| (i) | Method of Distribution: | Non-syndicated |
| (ii) | If syndicated: | |
| | (A) Names of Dealers | Not Applicable |
| | (B) Stabilisation Manager(s), if any: | Not Applicable |
| (iii) | If non-syndicated, name of Dealer: | BofA Securities Europe SA |
| (iv) | U.S. Selling Restrictions: | Reg S Compliance Category 2; TEFRA D |
| (v) | Prohibition of Sales to EEA and UK Retail Investors: | Applicable |
| (vi) | Prohibition of Sales to Belgian Consumers: | Applicable |

8. **PROVISIONS RELATING TO SUSTAINABLE BONDS**

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|-----|--------------------|----|
| (i) | Sustainable Bonds: | No |
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² By way of amendment and restatement, the original wording “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.” has been replaced in its entirety.