

AB SEB BANKAS

THE FINAL TERMS NO. 20131015/008

SEB SWEDISH COMPANIES – 1 AND SEB SWEDISH COMPANIES – 2 ISSUED UNDER THE BASE PROSPECTUS OF LTL 1,000,000,000 NON-EQUITY SECURITIES ISSUE PROGRAMME,

20 March 2014 Vilnius

These Final Terms and the LTL 1,000,000,000 non-equity securities issue Programme Base Prospectus, which was approved by the Bank of Lithuania on 15 October, 2013 (approval certificate No. 241-211), Annex to the Base Prospectus, as well as documents incorporated by reference constitute the Prospectus of the issue that was prepared in accordance with the Rules for Drawing up and Approval of a Prospectus of Securities and Information Disclosure approved by the Bank of Lithuania No. 03-44 of 28 February 2013 and in accordance with Commission Regulation No. 809/2004 of 29 April 2004 implementing Directive No. 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements and all of its subsequent amendments.

These Final Terms is accompanied by a Summary of the Issue(s).

Prior to taking a decision to acquire any of the securities offered by the Issuer, investors should review all the documents comprising the Base Prospectus.

A paper copy of the Base Prospectus, the Final Terms, and documents incorporated by reference will be provided free of charge to each investor upon request at the Markets Department of AB SEB bankas (J. Balčikonio g. 7, Vilnius, Monday to Thursday 8.00 a.m.–5.00 p.m., Friday 8.00 a.m.–3.45 p.m.) and other branch offices of AB SEB bankas (at the addresses and during the opening hours specified in Annex 2 to the Final Terms). Investors can also review the aforementioned documents by visiting the Bank's website at www.seb.lt. Information, which must be published by the Bank pursuant to legislation, will also be stored in the Central Storage Facility at www.crib.lt.

KEY INFORMATION

1.	Issuer	AB SEB bankas (may also be referred to as the Bank or the Issuer)
2.	Interests of parties related to the issue	There is no interest of natural and legal persons involved in the below described issues.
3.	Reasons of the offer and use of income	The Bank issuing non-equity securities seeks to offer for the investors a wider range of investment instruments and services. Funds accumulated from the issues of non-equity securities shall be used to finance the loans of the Bank and to manage the liquidity.

INFORMATION ABOUT NON-EQUITY SECURITIES OFFERED

		First issue	Second issue
4.	Type of non-equity securities	Reference item linked r	otes (hereinafter referred to as note (s))
5.	ISIN	issues of the notes. The	of the Final Terms, no ISIN codes are assigned to the ISIN code provided for each issue will be specified in ed notes subscription agreement.
6.	Entity accounting for the non- equity securities	AB SEB bankas	
<i>7</i> .	Currency	LTL	EUR
8.	Issue maturity term	1,098 days	
9.	Issue date	6 May 2014	
10.	Redemption date	8 May 2017	



 Basis for the issue of the nonequity securities

Basis for the issue of the non- Resolution No. 12.3 dated 17 March 2014 of the Board of AB SEB bankas.

12. Terms of reference item linked notes

12.1. applicable interest

12.2. reference item

0 percent (not paid)

The basket of shares of ten Swedish companies: ABB Ltd, Autoliv Inc, Telefonaktiebolaget LM Ericsson, Hennes & Mauritz AB, Investor AB, Nordea Bank AB, Sandvik AB, Swedbank AB, TeliaSonera AB and Volvo AB. All these shares are equally weighted in the basket.

ABB Ltd — company provides power and automation technologies. The company operates under segments that include power products, power systems, automation products, process automation and robotics. More information about the company can be found on www.abb.com (Bloomberg code – ABB SS).

Autoliv Inc — company develops and manufactures automotive safety systems for automotive manufacturers. The company's products include seat belts, airbags, anti-whiplash seats, child restraints, and leg protection equipment. More information about the company can be found on www.autoliv.com (Bloomberg code — ALIV SS).

Telefonaktiebolaget LM Ericsson – company develops and manufactures network equipment and software, as well as services for network and business operations. More information about the company can be found on www.ericsson.com (*Bloomberg* code – ERICB SS).

Hennes & Mauritz AB — company designs and retails fashions for women, men, teens, and children. H&M owns and operates stores in many European countries and the United States. More information about the company can be found on www.hm.com (Bloomberg code — HMB SS).

Investor AB – is an industrial holding company. The company owns significant shareholdings in major public multinational companies and conducts private equity activities in Europe, North America, and Asia. More information about the company can be found on www.investorab.com (*Bloomberg* code – INVEB SS).

Nordea Bank AB – a bank that provides banking services, financial solutions, and related advisory services. Nordea financial services group services the Scandinavian countries and the Baltic Sea region. More information about the company and group can be found on www.nordea.com (Bloomberg code – NDA SS).

Sandvik AB — is a high-technology engineering group company. The company develops, manufactures, and markets tools for metalworking applications, machinery and tools for rock excavation, stainless steel products, special alloys, and resistance heating materials and process systems. More information about the company and group can be found on www.sandvik.com (Bloomberg code – SAND SS).

Swedbank AB – a bank offers retail banking, asset management, financial, and other services. More information about the company can be found on www.swedbank.com (Bloomberg code – SWEDA SS).

TeliaSonera AB – company offers mobile communications services as well as operates fixed networks throughout Eurasia. More information about the company can be found on www.teliasonera.com (Bloomberg code – TLSN SS).

Volvo AB — company manufactures trucks, buses, construction equipment, drive systems for marine and industrial uses, and aircraft engine components. More information about the company can be found on www.volvogroup.com (*Bloomberg* code — VOLVB SS).



12.3. historical changes in the value of the reference item

notes redemption price or 12.4. procedure for its calculation

Historical price changes of the shares of each company can be found on www.bloomberg.com with Bloomberg codes presented in part 12.2.

If the value of the basket of shares increases, the nominal value and the premium for the increase will be paid to the investor on the redemption date:

$$RP = N + P$$

where:

RP - redemption price;

N-nominal value of the note;

P - vremium.

If the value of the basket of shares does not change or decreases, only the note nominal value is paid to the investor on the redemption date, i. e. subscription fee defined in Part 18 of the Final Terms shall not be refunded to investors.

12.5. premium rate or procedure for its calculation

12.5.1. premium paid on notes redemption date:

terms of payment of premium 12.5.1.1.

The premium shall be paid for the increase of the value of the basket of shares. The change of the value of the basket of shares is equal to the arithmetic average of the changes (positive and negative) in value of each share in the basket. The change in the value of each share is calculated by comparing the final value of the share with the initial value of that particular share. If the value of the basket of shares does not change or decreases, no premium is paid.

12.5.1.2. procedure for calculating premium

$$P=N\times Q\times Max\left(0\%;A_{pn}\right);$$

$$A_{pn} = \sum_{i=1}^{10} \frac{I}{10} \times A_{pi}$$

where:

P-premium;

N - nominal value of the note;

Q - participation ratio;

Apn - change of the value of the basket of shares;

Api - change of the value of each share comprising the basket

$$A_{pi} = \frac{A_{pb_i}}{A_{pr_i}} - 1$$

 A_{pr_i} – initial value of the share;

 A_{pb_i} – final value of the share.

12.5,1.3. expected value of participation

20%

20%

12.5.1.4. minimum participation ratio value

15%

15%

12.5.1.5. date of announcement of actual value of variables of the issue

The actual value of participation ratio shall be published on 7 May 2014.

12.6. initial value of reference item Initial value of each share comprising the basket is equal to the closing price of such share on 7 May 2014.

12.7. final value of reference item Final value of each share comprising the basket is equal to the arithmetic average of the closing prices of such share, which are estimated on the 18th day of every month, commencing on 18 April 2016 and ending on 18 April 2017, and is calculated following the below formula:

$$A_{pb_i} = \frac{A_1 + A_2 + A_3 + A_4 + A_5 + A_6 + A_7 + A_8 + A_9 + A_{10} + A_{11} + A_{12} + A_{13}}{13} \text{ where:}$$

A1-share value on 18 April 2016 A2-share value on 18 May 2016 A - share value on 18 June 2016 A.- share value on 18 July 2016 As-share value on 18 August 2016 A -- share value on 18 September 2016 A:-share value on 18 October 2016 As-share value on 18 November 2016 As-share value on 18 December 2016 A10-share value on 18 January 2017 An-share value on 18 February 2017 A12-share value on 18 March 2017

A13-share value on 18 April 2017

value of reference item and 12.8. other related terms

The value of each particular share comprising the basket means the official closing price of such particular share published by the particular stock exchange on the particular date.

Stock exchange means Stockholm or any other exchange or exchanges that may substitute such exchange.

If the valuation date of a share is a non-business day of a particular stock exchange, the share value shall be calculated on the nearest business day of the particular stock exchange.

Business day of the stock exchange(s) and/or market(s) is a day when the stock exchange(s) is regularly trading in the shares comprising the basket as well as in futures and/or options of a relevant share and/or market(s), where a relevant share, futures and/or options of a relevant share are being traded.

12.9. entity that will carry out calculations

AB SEB bankas

TERMS OF THE OFFER

13.	Category of investors proposed for acquiring the non-equity securities and rights granted	The notes are offered to all investors without restrictions.
14.	Nominal value per non-equity security	LTL 100 EUR 100
15.	Issue size in units	Unlimited
16.	Total nominal value of the issue	Unlimited
17.	Subscription price(s) of non- equity security	Subscription prices of the notes are specified in Annex No.1
177.1	1. 1	4

17.1. calculation of subscription price

$$SP = N \times \frac{1}{1 + \frac{Y}{100} \times \frac{d}{365}}$$

where:

SP - subscription price of the notes; Y - annual interest rate 0,05%; N - nominal value of the note;

d – days remaining until the end of subscription period of the notes.

18. Subscription fee 1 percent of the nominal value of the note. 19.

Subscription period 25 March - 5 May 2014 Information about the Not applicable

20. possibility to reduce the number of subscribed securities

21. Minimum number of nonequity securities offered to one investor

Not defined



22.	Maximum number of non- equity securities offered to one investor	Not defined
23.	Venues of finalization of non- equity securities subscription agreements and deadline for	The Reference item linked notes subscription agreement shall be signed at the addresses and within business hours specified in Annex no. 2 to the Final Terms.
	payment for the securities	The Reference item linked notes subscription agreement may be also signed via the Internet Securities Trading System of the Bank.
		Subscription prices specified in Annex no. 1 to the Final Terms shall be valid until 3 p.m. of a particular day. In case an investor subscribes for the notes past 3 p.m., it shall in any case mean that the investor has to pay for the subscribed notes on the following business day (after the day on which the notes were subscribed) at the price that is effective on such day, unless the investor chooses another payment date.
		Investor signing the Reference item linked notes subscription agreement has an opportunity to select a payment date for the notes, if such date is a business day, and the price applicable on the relevant subscription date.
		Investor signing the Reference item linked notes subscription agreement has to accumulate in his account indicated in the subscription agreement the amount of funds necessary to pay for the notes. If the date of payment for the notes selected by the investor is later than the date of signing of the Reference item linked notes subscription agreement, the Bank shall limit the investor's right to dispose of the specified amount in the investor's account, which is necessary to pay for the non-equity securities being subscribed.
		On the final day of the subscription period (5 May 2014) the Reference item linked notes subscription agreement shall only be signed until 3 p.m.
24.	Procedure for provision of information about non-equity securities assigned to investors	Information on the notes subscribed by investors shall be provided by the Bank by making entries in the personal securities accounts after the end of the subscription period of the notes.
25.	Markets where the offer will take place	The Republic of Lithuania
26.	Announcement of the offer results	Provided that the issue comes into effect, not later than within 7 (seven) business days after the end of the subscription period of the notes, the report on distribution of the notes will be available on the website of the Central Storage Facility www.crib.lt .
27.	Placement agents	AB SEB bankas, Gedimino pr. 12, Vilnius, tel. 1528, www.seb.lt
28.	Information about parties who assume the firm commitment to underwrite a part of the securities of the issue	There is no parties ensuring the subscription of the total issue of non-equity securities or any portion hereof.
29.	Protector of interests of owners of the non-equity	AB bankas <i>Finasta</i> , Maironio g. 11 LT-01124 Vilnius, tel. +370 5 203 2233, www.finasta.lt.

LISTING ON REGULATED MARKET TRADING LISTS

securities

30.	Listing on re	egulate	d market	Not intended.
	trading lists			
31.	Entities who	unde	rtook the	No intermediaries assume an obligation to ensure liquidity of non-equity
	obligation	to	support	securities in the secondary trading or other regulated markets.
	secondary trac	ding		

ADDITIONAL INFORMATION

32. Cancellation of the issue(s)

The issues shall be considered failed and cancelled if the actual values of the participation ratios set by the Bank are lower than the minimum participation ratios indicated in part 12.5.1.4. of the Final Terms. The issues



may be considered failed and cancelled if the total nominal value of issues is lower than LTL 5,000,000 or if any unpredictable economic, financial or political events, which might prevent success of the notes issues, occur. In case of cancellation of issues:

- the announcement about the cancellation of the issues will be published on 7 May 2014 on the Bank's website www.seb.lt;
- all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issues, the investors will be refunded to the bank account from which the investors' funds were debited or to any other account indicated by the investor:
 - a) LTL 100 for each subscribed note of the first issue;
 - b) EUR 100 for each subscribed note of the second issue;
 - c) the subscription fee.

The issues may also be considered failed and cancelled if any event related to the risks of change in the calculation method of financial instrument value and/or premium calculation risk occur within the notes subscription period. In such case:

- relevant information will be immediately announced on the Bank's website <u>www.seb.lt</u>;
- all signed agreements will be considered invalid and no later than within 5 (five) business days after the announcement of cancellation of the issues, the investor will be refunded to the bank account from which the investor's funds were debited, or to any other account indicated by the investor:
 - a) the price of the subscribed note effective on such announcement date and
 - b) subscription fee.

33. Advisors34. Third party information

None

The information published on *Bloomberg* was used while preparing the issue documents. The Bank believes that the sources of the above information are reliable, however, it will not independently verify this information. The Bank shall not assume any responsibility for its accuracy, authenticity or

completeness.

35. Credit ratings

No rating is assigned to these notes. Currently, no rating agency assigns any credit ratings at the Bank's request or with cooperation of the Bank in the rating process.

The Issuer is responsible for the accuracy of the information contained in these Final Terms.

WHU DEPART

Head of Markets Department of AB SEB ban

Rolandas Sungaila



Issue prices of SEB Swedish Companies - 1 and SEB Swedish Companies - 2 notes

Notes	Notes			Number of
subscription start date	subscription end date	Notes issue date	Day calculation method	subscription period davs
		harry and medicine are see		
2014 03 25	2014 05 05	2014 05 06	act/365	42

Date	Day of the week	Prices of the first issue (LTL)	Prices of the second issue (EUR)	Number of days until the end of the subscription period
2014 03 25	Tuesday	99,9942	99,9942	42
2014 03 26	Wednesday	99,9944	99,9944	41
2014 03 27	Thursday	99,9945	99,9945	40
2014 03 28	Friday	99,9947	99,9947	39
2014 03 31	Monday	99,9951	99,9951	36
2014 04 01	Tuesday	99,9952	99,9952	35
2014 04 02	Wednesday	99,9953	99,9953	34
2014 04 03	Thursday	99,9955	99,9955	33
2014 04 04	Friday	99,9956	99,9956	32
2014 04 07	Monday	99,9960	99,9960	29
2014 04 08	Tuesday	99,9962	99,9962	28
2014 04 09	Wednesday	99,9963	99,9963	27
2014 04 10	Thursday	99,9964	99,9964	26
2014 04 11	Friday	99,9966	99,9966	25
2014 04 14	Monday	99,9970	99,9970	22
2014 04 15	Tuesday	99,9971	99,9971	21
2014 04 16	Wednesday	99,9973	99,9973	20
2014 04 17	Thursday	99,9974	99,9974	19
2014 04 18	Friday	99,9975	99,9975	18
2014 04 22	Tuesday	99,9981	99,9981	14
2014 04 23	Wednesday	99,9982	99,9982	13
2014 04 24	Thursday	99,9984	99,9984	12
2014 04 25	Friday	99,9985	99,9985	11
2014 04 28	Monday	99,9989	99,9989	8
2014 04 29	Tuesday	99,9990	99,9990	7
2014 04 30	Wednesday	99,9992	99,9992	6
2014 05 02	Friday	99,9995	99,9995	4
2014 05 05	Monday	99,9999	99,9999	1
2014 05 06	Tuesday	100,0000	100,0000	Notes start date



Addresses and business hours of the branch offices of AB SEB bankas

	Address	Business hours
KAUNO branch	Laisves al. 82/Maironio g. 17, LT-44250 Kaunas	1-V830-17.00
Dainavos sub-branch	Taikos pr. 88A, LT-51182 Kaunas	I - V 8.30 - 17.00 VI 9.00 - 15.30
Aleksoto sub-branch	Veiverių g. 150, LT-46391 Kaunas	I - V 8.30 - 17.00
Žaliakalnio sub-branch	Savanorių pr. 192, LT- 44151 Kaunas	I - V 9.00 - 17.30
Kaišiadorių sub-branch	Gedimino g. 62, LT-56145 Kaišiadorys	I - V 8.30 - 17.00
Alytaus sub-branch	Pulko g. 4, LT-62133 Alytus	I - V 8.30 - 17.00
Druskininkų sub-branch	V.Kudirkos g. 37, LT-66120 Druskininkai	I - V 8.30 – 17.00
SANTAKOS branch	Savanorių pr. 349, LT-49425 Kaunas	I-V8.30-17.00
Šilainių sub-branch	Žemaičių pl. 23, LT-48244 Kaunas	I - V 8.30 - 17.00
Kėdainių sub-branch	J.Basanavičiaus g. 51, LT-57283 Kėdainiai	I - V 8.30 - 17.00
Jonavos sub-branch	J.Basanavičiaus g. 22 / Prezidento g. 8, LT-55149 Jonava	I - V 8,30 - 17,00
Marijampolės sub-branch	Vytauto g. 11/9, LT-68299 Marijampolė	I - V 8.30 - 17.00
Vilkaviškio sub-branch	Vytauto g. 24A, LT-70125 Vilkaviškis	I - V 8.30 - 17.00
PANEVĚŽIÚ branch	Ukmerges g. 20, LT-35500 Panevežys	I-TV 8:30 - 17:00 V 8:30 - 16:00
Biržų sub-branch	Rotušés g. 8, LT-41175 Biržai	I - IV 8.30 - 17.00 V 8.30 - 16.00
Utenos sub-branch	Utenio a. 15, LT-28248 Utena	I - IV 8.00 - 16.30 V 8.00 - 16.00
Rokiškio sub-branch	Nepriklausomybės a. 8, LT- 42115 Rokiškis	I - IV 8.00 - 16.30 V 8.00 - 16.00
Anykščių sub-branch	J. Biliūno g. 4, LT-29114 Anykščiai	I - IV 8.00 - 16.30 V 8.00 - 16.00
Ukmergės sub-branch	Kęstučio a. 4, LT-20130 Ukmergė	I - IV 8.00 - 16.30 V 8.00 - 16.00
KLAIPÉDOS branch	Taikos pr. 32A, LT-91235 Klaipėda	I- V 8:30 - 17:00
H. Manto sub-branch	H. Manto g. 31, LT-92236 Klaipėda	I - V 8.30 - 17.00
Žardės sub-branch	Taikos pr. 115, LT-94231 Klaipėda	I - V 8.30 - 18.00 VI 9.00 - 15.30
Kretingos sub-branch	Birutès g. 1, LT-97126 Kretinga	I - V 8.30 - 17.00
Palangos sub-branch	Ganyklų g. 6, LT-00127 Palanga	I - V 8.30 - 17.00
Šilutės sub-branch	Lietuvininkų g. 74, LT-99172 Šilutė	I - V 8.30 - 17.00
ŠIAULIU branch	Tilžės g.157, LT-76297 Šiauliai	I+V8.30-17.00
Joniškio sub-branch	Vilniaus g. 1, LT-84147 Joniškis	I - V 8.00 - 16.30
Tauragės sub-branch	Ваžnyčių g. 10, LT-72253 Tauragė	I - V 8.30 - 17.00
Mažeikių sub-branch	V.Burbos g. 3, LT-89218 Mažeikiai	I 8.30 - 18.00 II - V 8.30 - 17.00
Telšių sub-branch	Turgaus a. 24 / 1, LT-87122 Telšiai	I - V 8.30 - 17.00
Plungės sub-branch	Vytauto g. 14, LT-90123 Plungė	I - V 8.30 - 17.00
VILNIAUS branch	Savanorių pr. 1, LT-03116 Vilnius	1 - V.8.30 - 17.00
Gedimino sub-branch	Gedimino pr. 12, LT-01103 Vilnius	I - V 8.00 - 17.00
M. Mažvydo sub-branch	Gedimino pr. 60, LT-01110 Vilnius	I - V 8.30 - 17.00
Rotušės sub-branch	Vokiečių g. 9, LT-01130 Vilnius	I - V 9.00 - 17.30
Naugarduko sub-branch	Naugarduko g. 55A, LT-03204 Vilnius	I - V 9.00 - 17.30
Švitrigailos sub-branch	Švitrigailos g. 11B, LT-03228 Vilnius	I - V 8.30 - 17.00
"EUROPOS" branch	Europos a. 1A, LT-09308 Vilnius	I - IV 9.00 - 17.30 V 8.30 - 17.00
Fabijoniškių sub-branch	Fabijoniškių g. 2A, LT-07109 Vilnius	I - V 9.00 - 17.30
Žveryno sub-branch	Kestučio 51A, LT-08124 Vilnius	I - V 8.30 - 17.00
Žirmūnų sub-branch	Žirmūnų g. 2, LT-09214 Vilnius	I - V 9.00 - 17.30
"Akropolio"sub-branch	Ozo g. 25, LT-07150 Vilnius	I - V 10.00 - 19.00 VI 10.00 - 18.00
		VII 10.00 - 16.00
Antakalnio sub-branch	Antakalnio g. 41, LT-10312 Vilnius	I - V 9.00 - 17.30
Justiniškių sub-branch	Justiniškių g. 91, LT-05253 Vilnius	I - V 9.00 - 17.30
Verkių sub-branch	Lukšio g. 32, LT-08222 Vilnius	I - V 9.30 - 18.00
"Ozo parko" sub-branch	J. Balčikonio g. 3, LT-08247 Vilnius	I - V 8.30 - 17.00



Address and business hours of Markets Department of AB SEB bankas

Address	Business hours
J. Balčikonio g. 7, LT-08247 Vilnius	I – IV 8.00 – 17.00
J. Daterkolilo g. 7, L1-08247 Vinitus	V - 8.00 - 15.45

Address and business hours of Private Banking Department of AB SEB bankas

Address	Business hours
Olimpiečių g. 1, LT-01116 Vilnius	I – IV 8.00 – 17.00 V – 8.00 – 15.45