

Supplement to Base Prospectus approved and registered by the Swedish Financial Supervisory Authority (Sw. Finansinspektionen), and duly published, on 2 June 2023 with registration number: 23-16092



Supplementary prospectus
to the Base Prospectus for Borgo AB (publ)'s
Medium Term Note and Covered Bond Programme

Arranger:

Nordea Bank Abp

Dealers:

Nordea Bank Abp

Skandinaviska Enskilda Banken AB (publ)

Danske Bank A/S, Danmark, Sverige Filial

Swedbank AB (publ)

This document constitutes a supplement (“**Supplement**”) to the base prospectus for Borgo AB (publ)’s (the “**Issuer**”) Medium Term Note and Covered Bond Programme, with registration number 22-35055, approved and registered by the Swedish Financial Supervisory Authority (the “**SFSA**”) on 24 January 2023 (the “**Base Prospectus**”). This Supplement has been established in accordance with Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the “**Regulation**”) and was approved and registered by the SFSA on 2 June 2023 and made public on the website of the Issuer on 2 June 2023.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus. The Base Prospectus, this Supplement and any other supplements are available on the Issuer’s website www.borgohypotek.se. Terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

At the time of publication of this Supplement, there are no outstanding offers to purchase or subscribe for transferable securities under the Base Prospectus and thus there is no right of revocation.

Purpose of this Supplement

The purpose of this Supplement is (a) to incorporate by reference the Issuer’s unaudited interim report for the period 1 January-31 March 2023 (the “**Interim Report**”), (b) to incorporate by reference the Issuer’s annual report for the financial year 2022 (the “**Annual Report**”), and (c) to include new statements on material changes and trend information.

Interim Report and Annual Report

On 29 May 2023, the Issuer published its Interim Report. A copy of the Interim Report has been filed with the SFSA and, by virtue of this Supplement, the Interim Report is incorporated in, and form part of, the Base Prospectus. The Annual Report has also been filed with the SFSA and is, by virtue of this Supplement, incorporated in, and form part of, the Base Prospectus. Due to the incorporation of the Interim Report and the Annual Report certain information in the section “Other Information” requires to be updated, the Base Prospectus is therefore supplemented as follows.

Material changes and trend information

The wording under section 7.5 (“Material changes and trend information”) on page 77 is deleted in its entirety and replaced with the following:

“On 5 May 2023, the Issuer acquired a mortgage portfolio of SEK 4,782 million from SBAB Bank AB (publ). The mortgage portfolio consists of mortgages previously distributed by Sparbanken Syd. Except for the acquisition of the mortgage portfolio from SBAB there have been no significant changes to the Issuer’s financial performance or position since 31 March 2023 (the end of the period of the Interim Report), nor has there been any material adverse change in the prospects of the Issuer since 31 December 2022, being the end of the last financial period for which an audited financial report has been prepared and there have been no recent events specific to the Issuer which to a material extent are relevant to the evaluation of the Issuer’s solvency.”

Information incorporated by reference

The wording under section 7.7 (“Information incorporated by reference”) on pages 78-79 is deleted in its entirety and replaced with the following:

“The Issuer’s audited annual reports for the financial years ended 31 December 2022, 31 December 2021 and 31 December 2020, respectively (the “**Financial Statements**”), including the relating audit reports (the “**Audit Reports**”), and the Issuer’s unaudited interim report for the period 1 January – 31 March 2023 (the “**Interim Report**”) are incorporated into this Base Prospectus. The Financial Statements and the Interim Report are incorporated by reference to the extent set out below. The Audit Reports are incorporated in their entirety. The Financial Statements, the Audit Reports and the Interim Report are to be read as part of this Base Prospectus, provided that the non-incorporated parts are not relevant for investors in the Notes or covered elsewhere in the Base Prospectus.

The Issuer’s annual report for the financial year ended 31 December 2022:

1. income statement, pages 28-29;
2. balance sheet, page 30;
3. statement of changes in equity, page 31;
4. cash flow statement, page 32;
5. the notes, pages 34-53 and

the audit report, pages 55-57.

The Issuer’s annual report for the financial year ended 31 December 2021:

1. income statement, pages 9-10;
2. balance sheet, page 11;
3. statement of changes in equity, page 12;
4. cash flow statement, page 13;
5. the notes, pages 15-32 and
6. the audit report, pages 34-36.

The Issuer’s annual report for the financial year ended 31 December 2020:

1. income statement, page 5;
2. balance sheet, page 6-7;
3. statement of changes in equity, page 8;
4. cash flow statement, page 9; and
5. the notes, pages 10-16.

The Issuer’s interim report for the period 1 January – 31 March 2023

1. income statement, pages 8-9;
2. balance sheet, page 10;
3. statement of changes in equity, page 11;
4. cash flow statement, page 12; and
5. the notes, pages 13-19.

The Financial Statements have been audited. Save for the Financial Statements, the Issuer's auditor has not audited or reviewed any part of this Base Prospectus.

The audited annual reports have been prepared in accordance with International Standards on Auditing. The Interim Report has been prepared in accordance with IAS 34.

In addition to the above and in order to enable further tap issuances of Loans issued under the previous prospectus, the general terms and conditions as of 24 January 2022, which are included in the Issuers base prospectus dated 24 January 2022 on pages 37-57, are incorporated in, and form part of, this Base Prospectus.

The Issuer's annual reports for 2022, 2021 and 2020, the audit report related to the annual report 2020 and interim report for the period 1 January – 31 March 2023 referred to above are available on the Issuer's website <https://www.borghypotek.se/investor-relations#finansella-rapporter-och-bolagsdokument> and the general terms and conditions dated 24 January 2022, included in the Issuer's base prospectus dated 24 January 2022, is available on the Issuer's website <https://www.borghypotek.se/investor-relations#borgos-upplaningsprogram>. The information on the website, including pages or sections not expressly referred to, is not part of this Base Prospectus and has not been scrutinised or approved by the SFSA unless that information is incorporated by reference into this Base Prospectus.”