

**SUPPLEMENT DATED 22 DECEMBER 2020 TO THE BASE PROSPECTUS DATED 15 JULY
2020**

FASTIGHETS AB BALDER

(incorporated with limited liability under the laws of the Kingdom of Sweden)

BALDER FINLAND OYJ

(incorporated with limited liability under the laws of the Republic of Finland)

Guaranteed by
(in respect of Notes issued by Balder Finland Oyj only)

FASTIGHETS AB BALDER

EUR 2,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Base Prospectus (the **Base Prospectus**) dated 15 July 2020 which comprises a base prospectus for the purposes of 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 EUR 2,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Fastighets AB Balder and Balder Finland Oyj (the **Issuers** and each an **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuers.

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. Such approval should not be considered as an endorsement of the Issuers nor as an endorsement of the quality of the Notes that are the subject of the Base Prospectus or this Supplement. Investors should make their own assessment as to the suitability of investing in the Notes. The Issuers and the Guarantor accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers and the Guarantor the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is (a) to incorporate by reference Fastighets AB Balder's interim consolidated financial statements in respect of the nine month period ended 30 September 2020, (b) to update the "Recent Developments" section, and (c) to include a new "Significant or Material Change" statement.

Interim Financial Statements in respect of the nine month period ended 30 September 2020

On 5 November 2020 Fastighets AB Balder published its Interim Report January-September 2020 (the **Q3 2020 Report**) including its unaudited interim consolidated financial statements in respect of the nine month period ended 30 September 2020 (the **Q3 Financial Statements**). The Q3 2020 Report has been filed with the Central Bank and Euronext Dublin and the Q3 Financial Statements and the information set out at the

following pages of the Q3 2020 Report shall be deemed to be incorporated in, and form part of, the Base Prospectus:

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which can be viewed on Fastighets AB Balder's website at <https://en.balder.se/sites/balder/files/1330533.pdf>.

Copies of the documents specified above as containing information incorporated by reference in this Supplement may be inspected, free of charge, at the registered office of Fastighets AB Balder and on the websites specified above.

Any parts of the documents specified above which are not incorporated by reference in this Supplement are either deemed not relevant to investors or are otherwise covered elsewhere in the Base Prospectus and, for the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus, information contained on the website does not form part of the Base Prospectus.

Recent Developments

On page 124 of the Base Prospectus, in the section "*Group Property Portfolio*", the following text shall be deemed inserted below the table labelled "Tenants":

"Recent Developments

On 2 December 2020 Balder announced that it had signed an agreement to acquire Masmästaren Fastigheter AB (**Masmästaren**). Masmästaren is a real estate company with properties in the Falun/Borlänge, Västerås, Uppsala and Nacka areas of Sweden. The portfolio consists of approximately 250,000 square metres, with a property value of approximately SEK 5 billion, which is evenly divided between residential and commercial properties.

On 7 December 2020 Balder announced the acquisition of 5 per cent. of the issued share capital of Entra ASA (**Entra**), which is listed on the Oslo Stock Exchange. On 17 December 2020 Balder announced it had acquired a further 10 per cent. stake in Entra bringing its total holding to 15 per cent. Entra is a Norwegian real estate company which owns and manages a portfolio comprising approximately 1.3 million square metres across 90 properties located in and around Oslo, Stavanger and Trondheim."

On page 127 of the Base Prospectus, in the section "*Finance and Capital Structure*", the following text shall be deemed inserted below the paragraph entitled "Credit Rating":

"Recent Developments

On 24 November 2020 Balder announced that it had completed a direct issue of 6.5 million Class B Shares, raising proceeds of approximately SEK 2,945 million."

On page 132 of the Base Prospectus, in the section "*Board of Directors, Senior Management and Corporate Governance*", in the table setting out the Senior Management of the Group, Jesper Mårtensson's entry shall be deemed deleted and replaced with the following:

<u>Name</u>	<u>Year of birth</u>	<u>Position</u>
" <i>Eva Sigurgeirsdottir</i>	1974	Director of Economy
<i>Marcus Hansson</i>	1974	Head of Finance"

On page 135 of the Base Prospectus, in the section "*Board of Directors, Senior Management and Corporate Governance*" the following paragraph shall be deemed inserted below the paragraph entitled "Recent Developments":

"On 21 August 2020 Balder announced that Jesper Mårtensson would step down as acting CFO and that Marcus Hansson would resume his role as Balder's Head of Finance, both effective 1 September 2020."

General Information

On page 148 of the Base Prospectus the two paragraphs under the heading "Significant or Material Change" shall be deemed deleted and replaced with the following two paragraphs:

"Save as disclosed in the section "*Risk Factors - Risks Relating to Macroeconomic Conditions - The ongoing uncertainty and volatility in the financial markets and the state of the global economic recovery may adversely affect Balder's operations*" on pages 15-16 of this Base Prospectus, there has

been no material adverse change in the prospects of Fastighets AB Balder since 31 December 2019 and nor has there been any significant change in the financial position or performance of Fastighets AB Balder or the Group since 30 September 2020.

There has been no material adverse change in the prospects of Balder Finland Oyj since 31 December 2019. Save for the increase in its share capital as disclosed in the section "*Description of Balder Finland Oyj – Recent Developments*" on page 105 of this Base Prospectus, there has been no significant change in the financial position or performance of Balder Finland Oyj since 31 December 2019."

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

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.