

Supplement dated and registered 3 September 2019 to the base prospectus approved by the Swedish Financial Supervisory Authority on 21 May 2019.

Bluestep.

SEK 5,000,000,000 Medium Term Note Programme

This supplement (diary no. 19-18737), (the “**Supplement**”) is a supplement to, and shall be read together with, Bluestep Bank AB’s (publ) (the “**Company**”) base prospectus dated 21 May 2019 (diary no. 19-9800) as supplemented by a supplement dated 24 June 2019 (diary no. 19-13237) (the “**Prospectus**”) and constitutes a supplement pursuant to Article 16 of Directive 2003/71/EC, as amended, and Chapter 2 Section 34 of the Swedish Financial Instruments Trading Act (*lag (1991:980) om handel med finansiella instrument*). Terms defined in the Prospectus shall have the same meaning when used in this Supplement. In case of conflicts between this Supplement and the Prospectus or documents incorporated by reference into the Prospectus, this Supplement shall prevail.

This Supplement has been prepared due to (i) the publication of the Company’s interim report for January-June 2019, (ii) the Company’s decision to establish a branch office in Finland, (iii) certain changes to the composition of the Company’s board of directors and senior management, and (iv) updated information on the winding up-process of Bluestep Mortgage Securities No.2 DAC.

This Supplement was approved and registered by the Swedish Financial Supervisory Authority on 3 September 2019.

Amendments and supplements to the Prospectus

On page 33, under the heading “History” a new paragraph shall be added in the end of the section with the following:

“In August 2019, the Company notified the Swedish FSA, in accordance with the BFBA, of its decision to establish a branch office in Finland using the Company’s European credit institution passport.”

On page 34, the second bullet point in the text under the structure chart regarding Bluestep Mortgage Securities No.2 DAC shall be replaced with the following:

“The winding up-process for this subsidiary has commenced and is expected to be completed in 2020.”

On page 39, under the heading “Board of Directors”, the wording on “Other on-going principal assignments” for Per-Arne Blomquist shall be replaced with the following:

“Chairman of the board of Bluestep Holding AB, board member of Djurgården Hockey AB.”

On pages 40-41, the text under the heading “Senior Management” shall be replaced with the following:

“The senior management of the Company consists of a team of 13 persons. The section below sets forth the name and current position of each member of the senior management.

Björn Lander, CEO (as of 1 October 2019)
Born 1975. With Bluestep since 2019.

Other on-going principal assignments: None.

Rolf Stub, Head of Strategy and Business Development, acting CEO until 1 October 2019

Born 1963. With Bluestep since 2006.

Other on-going principal assignments: Board member and chairman of the board of Bluestep Finans Funding No 1 AB and Bluestep Servicing AB, board member of Bluestep Holding AB.

Johanna Clason, CFO

Born 1965. With Bluestep since 2018.

Other on-going principal assignments: None.

Tomas Netz, COO Sweden

Born 1978. With Bluestep since 2018.

Other on-going principal assignments: Board member and managing director of Bluestep Servicing AB.

Erik Walberg Olstad, COO Norway

Born 1987. With Bluestep since 2012.

Other on-going principal assignments: None.

Marko Lampén, COO Finland

Born 1970. With Bluestep since 2019.

Other on-going principal assignments: None.

Martin Ahlberg, Head of Personal Loans

Born 1969. With Bluestep since 2019.

Other on-going principal assignments: None.

Christian Marker, Chief Legal Officer

Born 1979. With Bluestep since 2005.

Other on-going principal assignments: Board member of Bluestep Finans Funding No 1 AB and Bluestep Servicing AB.

Daniel Garcia, Risk Manager

Born 1971. With Bluestep since 2012.¹

Other on-going principal assignments: None.

Karin Jenner, Head of HR

Born 1982. With Bluestep since 2014.

Other on-going principal assignments: None.

Erik Lind, Chief Information Officer

Born 1974. With Bluestep since 2005.

¹ Daniel Garcia has resigned as Risk Manager and will leave the Company in October 2019.

Other on-going principal assignments: None.

Anna Bofeldt, Chief Marketing Officer
Born 1977. With Bluestep since 2016.

Other on-going principal assignments: None.

Charlotte Holmberg, Head of Compliance
Born 1968. With Bluestep since 2014.

Other on-going principal assignments: None.”

On page 42, under the heading “Alternative performance measures” the first table shall be replaced with the following table:

Group	Jan–Jun 2019	Jan–Jun 2018	Jan–Dec 2018	Jan–Dec 2017
Operating profit (SEKm)	136.9	117.4	212.2	250.8
Net Credit Losses Sweden Mortgage Loans in %*	0.08	0.15	0.15	0.04
Net Credit Losses Norway Mortgage Loans in %*	0.17	0.06	0.08	0.11
Net Credit Losses Sweden Personal Loans in %*	4.28	3.67	3.27	2.88
Return on Equity in %	14.7*)	15.1*)	12.6	18.9

*) Adjusted to annual rate for comparison purposes (see definitions below).

On page 42, under the heading “Definitions” the table showing the Net Credit Losses shall be replaced with the following table:

SEKm	Sweden Mortgage Loans	Norway Mortgage Loans	Sweden Personal Loans
Jan–Jun 2019			
Net credit losses	-3.2	-4.4	-21.3
Net credit losses adjusted to annual rate	-6.4	-8.8	-42.6
Opening balance, lending to the general public	8,239.2	5,289.6	993.9
Net credit losses in %	0.08*)	0.17*)	4.28*)
Jan–Jun 2018			
Net credit losses	-6.0	-1.4	-19.3
Net credit losses adjusted to annual rate	-11.9	-2.8	-38.7
Opening balance, lending to the general public	8,210.2	4,367.8	1,054.3
Net credit losses in %	0.15*)	0.06*)	3.67*)
Jan–Dec 2018			
Net credit losses	-12.3	-3.4	-34.5
Opening balance, lending to the general public	8,210.2	4,367.8	1,054.3
Net credit losses in %	0.15	0.08	3.27
Jan–Dec 2017			
Net credit losses	-2.8	-3.8	-26.9
Opening balance, lending to the general public	7,787.9	3,346.9	933.8
Net credit losses in %	0.04	0.11	2.88

On page 42, under the heading “Definitions”, the definition of “Net Credit Losses in %” shall be replaced with the following text:

“Net credit losses (actual losses and net change in provisions, less recoveries) as a percentage of the opening balance of lending to the general public, with net credit losses being adjusted to annual rate for the periods ending 30 June 2019 and 2018.”

On page 42, under the heading “Definitions”, the definition of “Return on Equity in %” shall be replaced with the following text:

“Net profit after tax in relation to average shareholders’ equity (the average of the total equity at the beginning of the period and the total equity at the end of the period, with the average being calculated on a rolling 12-month basis for the periods ending 30 June 2019 and 2018 (total equity as at 1 July 2017 amounted to SEKm 1,001.6)). Net profit has been adjusted to an annual rate for the periods ending 30 June 2019 and 2018.”

On page 43, the heading “Significant changes since 31 December 2018”, and the text under it shall be replaced with the following:

“Significant changes since 30 June 2019

There have been no significant changes in the financial or trading position of the Company since 30 June 2019.”

On page 44, under the heading “Incorporation by reference” a new sub-heading and text shall be inserted after the sub-heading “Annual report for the financial year 2018”:

“Interim report for January-June 2019, in respect of the consolidated financial information on the following pages:

- 6 (Consolidated income statement and the Company’s income statement)
- 7 (Consolidated balance sheet and the Company’s balance sheet)
- 8 (Consolidated statement of changes in equity)
- 9 (the Company’s statement of changes in equity)
- 10 (Consolidated statement of cash flows and the Company’s statement of cash flows)
- 12 - 53 (Notes to the financial statements)”

On page 44, the last paragraph under the heading “Incorporation by reference” shall be replaced with the following:

“The Company’s annual reports for the financial years 2016, 2017, 2018 and the Interim Report of H1 2019 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in accordance with the Swedish Annual Report Act (*Sw. årsredovisningslag (1995:1554)*) and IAS 34, Interim Financial Reporting respectively. With the exception of the annual reports, no information in this Base Prospectus has been audited or reviewed by the Company’s auditor.”

On page 45, under the heading “Documents available for inspection”, a new bullet point shall be inserted with the following text:

“the Company’s interim report for January-June 2019;”