

FIRST SUPPLEMENT TO THE BASE PROSPECTUS DATED 7 MAY 2021



ESSITY AKTIEBOLAG (PUBL)

(incorporated with limited liability in Sweden with the registered number 556325-5511)

ESSITY CAPITAL B.V.

(incorporated with limited liability in the Netherlands and registered with the commercial register number 82525897)

Euro 6,000,000,000

Euro Medium Term Note Programme

Unconditionally and irrevocably guaranteed by
(in respect of Notes issued by Essity Capital B.V. only)

ESSITY AKTIEBOLAG (PUBL)

This first supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 7 May 2021 (the "**Base Prospectus**") prepared by Essity Aktiebolag (publ) ("**Essity**") and the "**Guarantor**") and Essity Capital B.V. ("**Essity Capital**") and, together with Essity, the "**Issuers**") in connection with their Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to Euro 6,000,000,000 in aggregate principal amount of notes ("**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been prepared in accordance with Article 23 paragraph 1 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and should at all times be read in conjunction with the Base Prospectus. This Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purposes of the Prospectus Regulation and the Luxembourg Law dated 16 July 2019 relating to prospectuses for securities, as amended (the "**Prospectus Law**"). By approving this Supplement in accordance with the Prospectus Law, the CSSF gives no undertaking as to the economic or financial opportuneness of any transaction or the quality and solvency of the Issuers or the Guarantor.

The purpose of this Supplement is to: (i) incorporate by reference into the Base Prospectus certain sections of the 2021 Half-Year Report (as defined below); (ii) update the section entitled "*Significant Developments*"; and (iii) update the section entitled "*General Information*" in the Base Prospectus.

This Supplement is dated 7 September 2021.

IMPORTANT NOTICES

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of each of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

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 into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented in the manner described below.

1. Documents incorporated by reference

A copy of the unaudited consolidated financial statements of Essity for the half year of 2021 (the "**2021 Half-Year Report**"), which appear on pages 13 – 24 of Essity's "*Half-year Report 2021*", is incorporated by reference in and forms part of this Supplement. The relevant page references for the 2021 Half-Year Report are as follows:

- Condensed Consolidated Income Statement, Consolidated Statement of Comprehensive Income and Consolidated Statement of Change in Equity pages: 13 – 14;
- Consolidated Operating Cash Flow Statement and Consolidated Cash Flow Statement pages: 15 – 16;
- Balance Sheet pages: 17 – 18; and
- Notes pages: 21 - 24.

Any information contained in the 2021 Half-Year Report referred to above which is not incorporated by reference in this Supplement is either not relevant to investors or covered elsewhere in the Base Prospectus, as amended by this Supplement.

Copies of documents incorporated by reference in this Supplement can be obtained from Essity's office, as set out at the end of the Base Prospectus. In addition, such documents will be available free of charge from the principal office in Luxembourg of Banque Internationale à Luxembourg for Notes listed on the Luxembourg Stock Exchange.

The 2021 Half-Year Report is available for viewing at https://masdpstatic.azureedge.net/essity/c5cc7812-ecfe-46a3-aea2-dbf18e3af3f8%2FEssity_Report_ENG.pdf.

This Supplement will be available for viewing at <https://www.essity.com/investors/debt-market/debt-programmes/>.

Each of the Base Prospectus and the documents incorporated by reference are available for viewing on Essity's website; the hyperlink for each such document is as set out in the Base Prospectus.

2. Significant Developments

The following paragraph is added to the end of the section entitled "*Significant Developments*" on page 75 of the Base Prospectus:

"July 2021

On 1 July 2021, Essity finalized its acquisition of the remaining 63.8 per cent. of the shares in the Australian hygiene company Asaleo Care. Essity AustralAsia, which is the name of the regional unit going forward, will be consolidated into Essity's accounts as of 1 July 2021.

In 2020, Asaleo Care reported sales of AUD 419 million (approximately SEK 2.7 billion). Based on this, Asaleo Care would have contributed to Essity's net sales by approximately 2 per cent. for 2020.

August 2021

On 31 August 2021, Essity finalized its acquisition of 45.8 per cent. of the shares in Colombian hygiene company Productos Familia S.A. ("**Familia**"). Essity now owns 95.8 per cent. of Familia. The purchase price amounts to USD 1,540 million (approximately SEK 13 billion) for 100 per cent. of the company on a debt free basis. The acquisition is expected to be accretive to Essity's earnings per share from 2021.

September 2021

On 1 September 2021 Sahil Tesfu joined Essity's Executive Management Team in the newly created position Senior Vice President Group Function Strategy & Business Development."

3. General Information

Paragraphs 4 and 5 under the heading "*Significant or Material Change*" on page 86 of the Base Prospectus shall be deleted in their entirety and replaced with the following wording:

"Since 31 December 2020, there has been no material adverse change in the prospects of Essity and its subsidiaries. Since 30 June 2021, there has been no significant change in the financial performance or trading position of Essity and its subsidiaries.

Since its date of incorporation there has been no material adverse change in the prospects of Essity Capital. Since 30 June 2021, there has been no significant change in the financial position or performance of Essity Capital."