

**SUPPLEMENT DATED 4 AUGUST 2015 TO THE BASE PROSPECTUS
DATED 19 DECEMBER 2014**



SANDVIK AB (PUBL)

(incorporated with limited liability in the Kingdom of Sweden)

€3,000,000,000

Euro Medium Term Note Programme

This Supplement (the “**Supplement**”) to the base prospectus dated 19 December 2014 (the “**Base Prospectus**”) which together comprise a prospectus for the purposes of Article 5.4 of Directive 2003/71/EC (the “**Prospectus Directive**”), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) and is prepared in connection with the €3,000,000,000 Euro Medium Term Programme (the “**Programme**”) established by Sandvik AB (publ) (the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

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 Issuer.

The Issuer 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 its knowledge, in accordance with the facts and contains no omission likely to affect its import.

The purpose of this Supplement is (i) to incorporate by reference the audited consolidated financial statements (including the auditors’ report thereon and notes thereto) of the Issuer as of and for the twelve months ended 31 December 2014 (the “**2014 Financial Statements**”) into the Base Prospectus, (ii) to incorporate by reference the unaudited consolidated financial statements of the Issuer as of and for the three months ended 31 March 2015 (the “**Q1 2015 Financial Statements**”) into the Base Prospectus, (iii) to incorporate by reference the unaudited consolidated financial statements of the Issuer as of and for the six months ended 30 June 2015 (the “**Q2 2015 Financial Statements**”) into the Base Prospectus, (iv) to disclose changes to the Board of Directors of the Issuer (the “**Board**”) and (v) to disclose changes to the Articles of Association of the Issuer (the “**Articles**”).

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

Incorporation by reference of the 2014 Financial Statements, the Q1 2015 Financial Statements and the Q2 2015 Financial Statements

The 2014 Financial Statements, which can be found on pages 72 to 122 and page 125 of the annual report of the Issuer dated 31 December 2014 (the “**2014 Annual Report**”), are incorporated in, and form part of, the Base Prospectus. A copy of the 2014 Annual Report containing the 2014 Financial Statements has been filed with the United Kingdom Financial Conduct Authority (the “**FCA**”) and by virtue of this Supplement, the 2014 Financial Statements are incorporated in, and form part of, the Base Prospectus.

The Q1 2015 Financial Statements which can be found on pages 12 to 18 of the first quarter interim report of the Issuer dated 27 April 2015 (the “**Q1 2015 Interim Report**”), are incorporated in, and form part of, the Base Prospectus. A copy of the Q1 2015 Interim Report containing the Q1 2015 Financial Statements has been filed with the FCA and, by virtue of this Supplement, the Q1 2015 Financial Statements are incorporated in, and form part of, the Base Prospectus.

The Q2 2015 Financial Statements which can be found on pages 12 to 19 of the second quarter interim report of the Issuer dated 17 July 2015 (the “**Q2 2015 Interim Report**”), are incorporated in, and form part of, the Base Prospectus. A copy of the Q2 2015 Interim Report containing the Q2 2015 Financial Statements has been filed with the FCA and, by virtue of this Supplement, the Q2 2015 Financial Statements are incorporated in, and form part of, the Base Prospectus.

There has been no significant change in the financial or trading position of the Issuer or the Issuer and its subsidiaries taken as a whole, in each case since 30 June 2015.

Copies of all documents incorporated by reference in the Base Prospectus may be inspected, free of charge, at www.sandvik.com or www.morningstar.co.uk/uk/NSM.

Changes to the Board

Jennifer Allerton, Claes Boustedt and Johan Molin were elected new Board members and Olof Faxander, Jürgen M Geissinger, Johan Karlström, Hanne de Mora and Lars Westerberg were re-elected members of the Board. Johan Molin was also elected Chairman of the Board. The employee unions appointed Jan Kjellgren and Tomas Kärnström as members of the Board and Thomas Andersson and Mats W Lundberg as deputy members of the Board.

The previous Chairman of the Board Anders Nyrén, Board member Simon Thompson and deputy employee representative Alicia Espinosa resigned from their services.

The details of the new members of the Board are as set out below:

Jennifer Allerton, b. 1951. Board member since 2015.

Education and business experience: M.Sc. in Physics and B.Sc. in Mathematics, Physical Sciences and Geosciences. Chief Information Officer at F. Hoffmann-La Roche Ltd 2002–2012, Technology Director at Barclaycard 1999–2002 and various positions at ServiceNet, USA, BOC (now Linde), Cable & Wireless Business Networks and Unilever plc.

Current Board assignments: Board member of Iron Mountain Inc, AVEVA Group plc and Oxford Instruments plc.

Claes Boustedt, b. 1962. Board member since 2015. Member of the Audit Committee.

Education and business experience: MBA. Vice President of L E Lundbergföretagen AB since 1997 and President of L E Lundberg Kapitalförvaltning AB since 1995.

Current Board assignments: Board member of Hufvudstaden AB.

Johan Molin, b. 1959. Chairman of the Board since 2015. Chairman of the Remuneration Committee and member of the Audit Committee.

Education and business experience: Degree from the Stockholm School of Economics. President and CEO of ASSA ABLOY AB since 2005, President and CEO of Nilfisk-Advance 2001–2005 and various positions within the Atlas Copco Group 1983–2001.

Current Board assignments: Board member of ASSA ABLOY AB.

Mats W Lundberg, b. 1974. Deputy Board member since 2015 (employee representative).

Education and business experience: Master of Science and PhD in Chemical Engineering. Principal R&D Engineer, Sandvik Materials Technology since 2010, scientist and postdoctoral researcher at Risø DTU, Denmark 2007–2010 and Technical Sales Specialist at Spectral Solutions AB 2005–2007.

Current Board assignments: None.

Changes to the Articles

The Articles were amended to the effect that a one year term of office shall apply to the auditors of the Issuer, pursuant to the main rule in the Swedish Companies Act, instead of a four year term of office.

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 inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

If documents which are incorporated by reference into this Supplement to the Base Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement. Any non-incorporated part of a document referred to herein is either deemed not relevant for an investor or is otherwise covered elsewhere in the Base Prospectus and/or this Supplement.

In accordance with Section 87Q(4)-(6) of the FSMA, investors who have agreed to purchase or subscribe for Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.

This Supplement has been approved by the FCA which is the United Kingdom competent authority for the Prospectus Directive and the relevant implementing measures in the United Kingdom, as a supplementary prospectus issued in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with the Base Prospectus or this Supplement or any other information supplied in connection with the Programme or the Notes and, if given or made, such information or representation must not be relied upon as having been authorised by any of the Issuer or the Dealers.

Neither the delivery of the Base Prospectus and/or this Supplement nor the offering, sale or delivery of any Notes shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time subsequent to the date hereof or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date indicated in the document containing the same.