

**FINAL TERMS
DATED 15 MAY 2015**

Series No. DDBO 545 E

Tranche No. 1

DANSKE BANK A/S

EUR 5,000,000,000

Structured Note Programme

Issue of

DDBO 545 E Europa Tillväxt ISIN SE0007073861

Any person making or intending to make an offer of the Notes may only do so:

(i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 15 (*Terms and Conditions of the Offer*) of Part B below, provided such person is of a kind specified in that paragraph and that the offer is made during the Offer Period specified in that paragraph; or

(ii) otherwise, in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

The expression “**Prospectus Directive**” means Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented in a relevant Member State of the European Economic Area).

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 19 September 2014, the Prospectus Supplement No. 1 dated 6 November 2014, the Prospectus Supplement No. 2 dated 5 December 2014, the Prospectus Supplement No. 3 dated 19 December 2014, the Prospectus Supplement No. 4 dated 9 February 2015, Prospectus Supplement No. 5 dated 24 March 2015 and Prospectus Supplement No. 6 dated 13 May 2015, which together constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of this Final Terms and the Base Prospectus. A Summary of the Notes (which comprises the Summary in the Base Prospectus, as amended to reflect the provisions of this Final Terms), is annexed to this Final Terms. The Base Prospectus and this Final Terms is available for viewing at and copies may be obtained from the Central Bank of Ireland’s website at www.centralbank.ie.

1. Issuer: Danske Bank A/S

| | | | |
|-----|------|--|--|
| 2. | (i) | Series Number: | 1 |
| | (i) | Tranche Number: | Not Applicable |
| | (ii) | Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | | Specified Currency or Currencies: | SEK |
| 4. | | Aggregate Principal Amount: | [TO BE DETERMINED] |
| 5. | | Issue Price: | 110 per cent. of the Aggregate Principal Amount |
| 6. | (i) | Specified Denominations: | SEK 10,000 |
| | (i) | Calculation Amount: | SEK 10,000 |
| 7. | (i) | Issue Date: | 26 June 2015 |
| | (i) | Interest Commencement Date: | Not Applicable |
| | (ii) | Trade Date: | 23 June 2015 |
| 8. | | Maturity Date: | 10 July 2018 |
| 9. | | Interest Basis: | Not Applicable – the Notes do not bear or pay any interest |
| 10. | | Redemption/Payment Basis: | Equity-Linked Redemption Notes |
| 11. | | Put/Call Options: | Not Applicable |
| 12. | | Tax Gross-Up: | General Condition 8.1 (<i>Gross-up</i>) applicable |
| 13. | | Date of Board approval for issuance of Notes obtained: | Not Applicable |

PROVISIONS RELATING TO REFERENCE ITEMS AND FX PRINCIPAL/OPTION CONVERSION

| | | |
|-----|------------------------------------|----------------|
| 14. | Rate-Linked Provisions | Not Applicable |
| 15. | Inflation Linked Provisions | Not Applicable |
| 16. | Index-Linked Provisions | Not Applicable |
| 17. | Equity-Linked Provisions | Applicable |

- (i) Whether the Notes relate to a basket of equity securities or a single equity security, details relating to the Underlying Equity/Equities, the identity of the relevant issuer(s) of the Underlying Equity/Equities, whether any such Underlying Equity is an ETF share and (if applicable) the relevant weightings:
- Basket of Underlying Equities
- The Underlying Equities are as specified in the Table below
- The Equity Issuer of each Underlying Equity is the entity specified in the Table below
- W_i , the weighting, for each Underlying Equity is as specified in the Table below
- (ii) Initial Price: Not Applicable
- (iii) Exchange(s): As specified in the Table below
- (iv) Related Exchange(s): All Exchanges
- (v) Valuation Time: Scheduled Closing Time
- (vi) Potential Adjustment Events: Applicable in respect of each Underlying Equity
- (vii) Extraordinary Events: Applicable in respect of each Underlying Equity
- (viii) Correction of Underlying Equity Prices: Correction of Underlying Equity Prices applies
- Correction Cut-Off Date: In relation to a Relevant Determination Date, 2 Business Days after such Relevant Determination Date

TABLE

| <i>i</i> | Underlying Equity | ETF Share | Equity Issuer | Exchange | Related Exchange | Valuation Time | W_i |
|----------|---------------------|-----------|---------------------|----------|------------------|------------------------|-------|
| 1 | Allianz SE | No | Allianz SE | Xetra | All Exchanges | Scheduled Closing Time | 10 % |
| 2 | Centrica PLC | No | Centrica PLC | London | All Exchanges | Scheduled Closing Time | 10 % |
| 3 | GlaxoSmithKline PLC | No | GlaxoSmithKline PLC | London | All Exchanges | Scheduled Closing Time | 10 % |

| | | | | | | | |
|----|---------------------------|----|---------------------------|---------------|---------------|------------------------|------|
| 4 | HSBC Holdings PLC | No | HSBC Holdings PLC | London | All Exchanges | Scheduled Closing Time | 10 % |
| 5 | Roche Holding AG | No | Roche Holding AG | SIX Swiss Ex | All Exchanges | Scheduled Closing Time | 10 % |
| 6 | DEUTSCHE TELEKOM AG-REG | No | DEUTSCHE TELEKOM AG-REG | DTE GY Equity | All Exchanges | Scheduled Closing Time | 10 % |
| 7 | SCOR SE | No | SCOR SE | EN Paris | All Exchanges | Scheduled Closing Time | 10 % |
| 8 | Eni S.p.A. | No | Eni S.p.A. | BrsaItalia na | All Exchanges | Scheduled Closing Time | 10 % |
| 9 | Swisscom AG | No | Swisscom AG | SIX Swiss Ex | All Exchanges | Scheduled Closing Time | 10 % |
| 10 | Zurich Insurance Group AG | No | Zurich Insurance Group AG | SIX Swiss Ex | All Exchanges | Scheduled Closing Time | 10 % |

18. **Fund-Linked Provisions** Not Applicable
19. **Currency-Linked Provisions** Not Applicable
20. **Commodity-Linked Provisions** Not Applicable
21. **Additional Disruption Events:** Applicable
- (i) Change in Law: Applicable
 - (ii) Hedging Disruption: Not Applicable
 - (iii) Increased Cost of Hedging: Not Applicable
 - (iv) Increased Cost of Stock Borrow: Not Applicable
 - (v) Insolvency Filing: Applicable
 - (vi) Loss of Stock Borrow: Not Applicable
22. **Credit-Linked Provisions** Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|---|----------------|
| 23. | FX Interest Conversion: | Not Applicable |
| 24. | Fixed Rate Note Provisions | Not Applicable |
| 25. | Variable Rate Note Provisions | Not Applicable |
| 26. | Provisions for specific types of Variable Rate Notes | Not Applicable |
| 27. | Reference Item-Linked Interest Provisions | Not Applicable |
| 28. | Zero Coupon Note Provisions | Not Applicable |
| 29. | Credit-Linked Interest Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|---|
| 30. | Call Option | Not Applicable |
| 31. | Put Option | Not Applicable |
| 32. | Early Redemption | |
| | (i) Early redemption for tax reasons: | Applicable |
| | (ii) Notice Period relating to early redemption for tax reasons: | Minimum Period: 15 days Maximum Period: Not Applicable |
| | (iii) Early Redemption Amount payable (a) on redemption for taxation reasons or (b) on an illegality or (c) on an Event of Default or (d) in the case of Reference Item-Linked Notes, following an early redemption pursuant to the provisions of the relevant Reference Item Schedule: | As set out in the General Conditions |
| | (iv) Early Redemption Amount includes amount in respect of interest: | Not Applicable |
| 33. | Autocall Early Redemption: | Not Applicable |

| | | |
|-----|--|--|
| 34. | Final Redemption Amount | The Final Redemption Amount shall be the Reference Item-Linked Redemption Amount as specified in item 36 below |
| 35. | FX Principal Conversion: | Not Applicable |
| 36. | Reference Item-Linked Redemption Provisions | Applicable. The Notes are Equity-Linked Redemption Notes |
| | (i) Final Redemption Amount: | The Final Redemption Amount for the purposes of General Condition 6.1 (<i>Scheduled redemption</i>) is the Reference Item-Linked Redemption Amount, being the: Call Redemption Amount |
| | (ii) Provisions relating to Relevant Principal Amount: | Not Applicable |
| | (iii) Provisions relating to Nth Performance: | Not Applicable |
| | (iv) Call Redemption Amount: | Applicable: Redemption Payout Condition 4 (<i>Call Redemption Amount</i>) applies |
| | (A) Strike: | 100 % |
| | (B) Participation Rate (PR): | Indicatively 135 % (lowest 120 %). To be determined by the Issuer no later than on the Issue Date |
| | (C) Performance Floor: | 0 % |
| | (D) FX Option Conversion: | Not Applicable |
| 37. | Redemption Valuation Provisions | |
| | (i) Initial valuation to determine Reference Item Initial; | Applicable |
| | Initial Valuation Date: | 26 June 2015 |
| | Adjustment provisions: | In the event of a Disrupted Day/Market Disruption Event: Postponement applies |
| | (ii) Final Valuation to determine Reference Item Final; | Applicable |

Final Averaging Dates:

As set out in the table below:

| <i>t</i> | <u>Final Averaging Dates</u> |
|----------|------------------------------|
| 1 | 26 June 2017 |
| 2 | 26 July 2017 |
| 3 | 26 August 2017 |
| 4 | 26 September 2017 |
| 5 | 26 October 2017 |
| 6 | 26 November 2017 |
| 7 | 26 December 2017 |
| 8 | 26 January 2018 |
| 9 | 26 February 2018 |
| 10 | 26 March 2018 |
| 11 | 26 April 2018 |
| 12 | 26 May 2018 |
| 13 | 26 June 2018 |

Adjustment provisions:

In the event of a Disrupted Day/Market Disruption Event:

Postponement applies

| | | |
|-------|-----------------------|----------------|
| (iii) | Periodic Valuation: | Not Applicable |
| (iv) | Continuous Valuation: | Not Applicable |
| (v) | Daily Valuation: | Not Applicable |
| (vi) | FX valuation: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

38. Form of Notes: VP Systems Notes issued in uncertificated and dematerialised book entry form. See further item 13 of Part B below
39. New Global Note form: Not Applicable

40. Applicable Business Centre(s): Stockholm
41. Business Day Convention: Following Business Day Convention
42. Applicable Financial Centre(s) or other special provisions relating to Payment Business Days: Stockholm
43. Notices for VP Systems Notes to be published on: http://www.danskebank.se/sv-se/privat/Spara-och-placera/Placera/Strukturerade-produkter/Utestaende-och-forfallna/Pages/utestaende_aktieindexobligationer.aspx
44. Talons for future Coupons to be attached to Definitive Notes: No
45. Name and address of the Calculation Agent: Danske Bank A/S, Holmens Kanal 2-12, 1092 Copenhagen K, Denmark

THIRD PARTY INFORMATION

Relevant third party information has been extracted from Bloomberg. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Bloomberg, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By:

By:

Duly authorised

Duly authorised

CC: Citibank, N.A., London Branch as Fiscal Agent

PART B - OTHER INFORMATION

1. Listing and Admission to Trading

- (i) Listing: The NASDAQ OMX Stockholm AB
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the NASDAQ OMX Stockholm AB with effect from 26 June 2015
- (iii) Estimate of total expenses related to admission to trading*: Not Applicable
- (iv) Market Making: Not Applicable

2. Interests of Natural and Legal Persons involved in the Issue/Offer

Save as discussed in the “*Subscription and Sale*” section of the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

3. Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- (i) Reasons for the offer: As set out in the “Use of Proceeds” in the Base Prospectus

4. Performance of Basket of Underlying Equities, explanation of effect on value of investment and associated risks and other information concerning the Basket of Underlying Equities:

The Call Redemption Amount of the Note issued at 10 % above par, is linked to the performance of the underlying basket of stocks.

The performance is determined as the weighted average performance of the underlying stocks, (including the 13 monthly fixings at the end of the maturity) multiplied with the Participation Rate (to be determined on the Trade Date and subject to a minimum of **120 %**).

If the weighted average performance of the basket (including the 13 monthly fixings at the end of the maturity), is positive, the Notes will redeem at a price above par.

If the weighted average performance (including the 13 monthly fixings at the end of the maturity), is negative, the Notes will redeem at par.

The market value of the Notes during their term may fluctuate and if the Notes are sold in the secondary market prior to maturity they might have to be sold at a substantial loss. Investors should therefore be willing to hold the Notes to maturity. Investors cannot be certain that there will be a secondary market for the Notes and the Notes are not expected to be traded every day. Even if such a market did exist, there is no assurance that the market would operate efficiently, or that the price of the Notes would reflect a theoretical or fair price.

If the Issuer is obliged to redeem the Notes early, due to change in Tax or Legal aspects prohibiting the Notes, or in the event of the Issuer defaulting on its debt, the Notes may be redeemed in accordance with the Conditions at their Early Redemption Amount (see item 32 of the Final Terms). If the Notes are redeemed early, there might be redeemed at a substantial loss. There is a risk that an investor may lose some or all of the value of its investment. Thus the partial principal protection does not apply, if the Notes are redeemed early.

Finally the redemption payment of the Note is dependent upon the Issuer being able to meet its obligation on the Maturity Date. If the Issuer is not able to meet its obligation, investor may lose part of or all of the invested amount.

The Share Basket contains the following stocks (as set out in item 17 of the Final Terms). The description of the companies in the below is taken from Bloomberg. Additional information about the Shares can be found by the following links below:

Allianz SE, DE0008404005, www.allianz.com

Allianz SE, through subsidiaries, offers insurance and financial services. The Company offers property and casualty, life and health, credit, motor vehicle and travel insurance, and fund management services.

Centrica PLC, GB00B033F229, www.centrica.com

Centrica PLC is an integrated energy company offering a wide range of home and business energy solutions. The Company sources, generates, processes, stores, trades, saves and supplies energy and provides a range of related services.

GlaxoSmithKline PLC, GB0009252882, www.gsk.com

GlaxoSmithKline PLC is a research-based pharmaceutical company. The Company develops, manufactures, and markets vaccines, prescription, and over-the-counter medicines, as well as health-related consumer products. GlaxoSmithKline provides products for infections, depression, skin conditions, asthma, heart & circulatory disease, and cancer.

HSBC Holdings PLC, GB0005405286, www.hsbc.com

HSBC Holdings plc is the holding company for the HSBC Group. The Company provides a variety of international banking and financial services, including retail and corporate banking, trade, trusteeship, securities, custody, capital markets, treasury, private and investment banking, and insurance. The Group operates worldwide.

Roche Holding AG, CH0012032048, www.roche.com

Roche Holding AG develops and manufactures pharmaceutical and diagnostic products. The Company produces prescription drugs in the areas of cardiovascular, infectious, autoimmune, and respiratory diseases, dermatology, metabolic disorders, oncology, transplantation, and the central nervous system.

DEUTSCHE TELEKOM, DTE GY equity, DE0005557508, www.telekom3.de

Deutsche Telekom AG offers telecommunications services. The Company offers a full range of fixed-

line telephone services, mobile communications services, Internet access, and combined information technology and telecommunications services for businesses.

SCOR, SE FR0010411983, www.scor.com

SCOR SE offers life, accident, property/casualty, health, and special needs reinsurance. The Company offers services through subsidiaries in Europe, the Americas, Asia, and Africa. SCOR also holds real estate investments.

ENI SPA, ENI im equity, IT0003132476, www.eni.it

Eni S.p.A. explores for and produces hydrocarbons in Italy, Africa, the North Sea, the Gulf of Mexico, Kazakhstan, and Australia. The Company both produces natural gas and imports it for sale in Italy and elsewhere in Europe. Eni transports natural gas in pipelines. The Company generates and trades electricity, refines oil, and operates gasoline service stations.

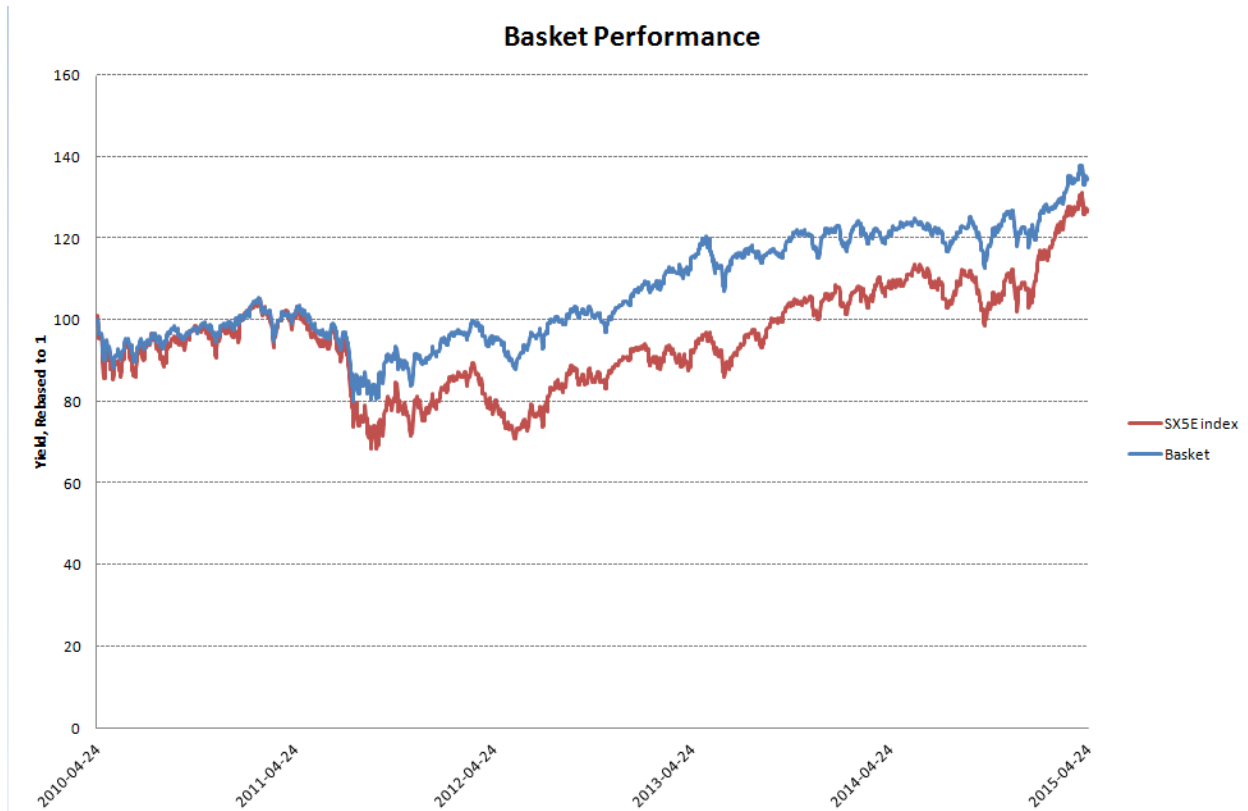
Swisscom AG, CH0008742519, www.swisscom.com

Swisscom AG operates public telecommunications networks and offers network application services. The Company provides local, long-distance, and mobile telephone services, integrated voice and data digital services, network solutions to national and international telecommunications operators, and Internet access services, and owns and operates pay telephones.

ZURICH INSURANCE, CH0011075394, www.zurich.com

Zurich Insurance Group AG provides insurance-based financial services. The Company offers general and life insurance products and services for individuals, small businesses, commercial enterprises, mid-sized and large corporations, and multinational companies.

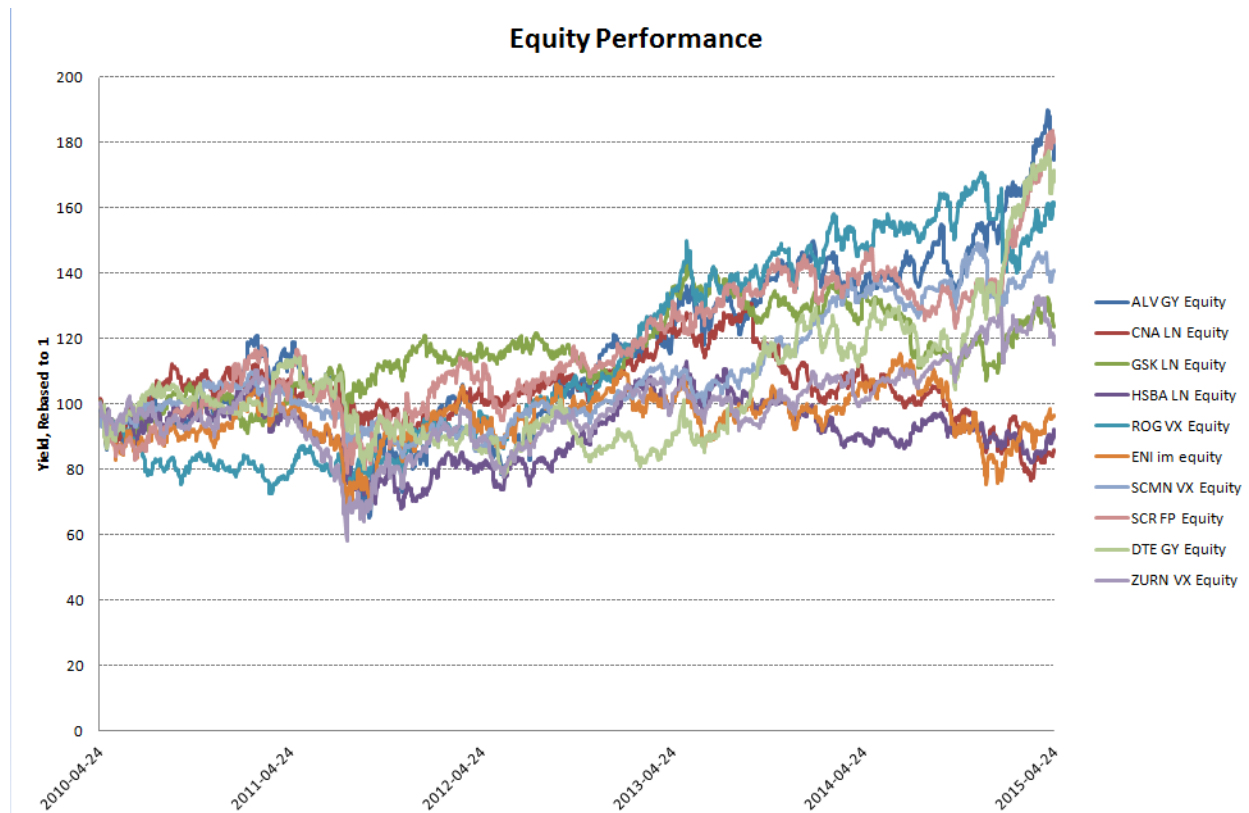
Historic performance of the Basket of Stocks (Aktiekorg Europa Tillväxt) (index=100 on 24 April 2010):



Source: Bloomberg

The graph above describes the indexed development since 24 April 2010. It should be observed that the historical development is no guarantee or forecast. The reference index is EURO STOXX 50 Price EUR Index.

Historic performance of each of the 10 Stocks (index=100 on 24 April 2010):



Source: Bloomberg

The graph above describes the indexed development since 24 April 2010. It should be observed that the historical development is no guarantee or forecast.

Post-issuance information

The Issuer intends to provide post-issuance information to the buyer of the Notes regarding the final Participation Rate and the Strike Price of the respective share in the share basket. Further, the issuer intends to publish the development on the share basket on a monthly basis on its homepage

(currently on www.danskebank.se).

5. Operational Information:

ISIN Code: SE0007073861

Common Code: 000707386

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Euroclear Sweden, Euroclear Sweden identification number: 556112-8074

Clearstream Banking, *société anonyme*
and the relevant identification
number(s):

The Issuer shall be entitled to obtain certain information from the register maintained by Euroclear Sweden for the purpose of performing its obligations under the issue of VP Systems Notes (*delete as applicable*)

Delivery: Delivery against payment

Names and addresses of additional
Paying Agent(s) (if any): Not Applicable

6. Distribution

(i) Name and address of Dealer: Not Applicable

(ii) Total commission and
concession: For the subscription of the Notes, Danske Bank charge the investors a commission of 2 % on the investment amount. However, the minimum commission is SEK 250 for clients with a custody account with Danske Bank and SEK 300 for clients with a VP account. Clients that are subscribing online by using the Hembanken pays a commission of 2 % on the investment amount, without any minimum commission.

In addition to the commission above, the Issuer is charging an arranger fee that is included in the investment amount. The arranger fee, that is calculated on an annual basis, is expected to be maximum 1 % per year (provided that the Notes are kept until the Maturity Date).

(iii) TEFRA Rules: Not Applicable

(iv) Non-exempt Offer: An offer of the Notes may be made by Danske Bank A/S (the “**Initial Authorised Offerors**”) and any additional financial intermediaries who have or obtain the Issuer’s consent to use the Base Prospectus in connection with the Non-exempt Offer and who are identified on the Issuer’s website at *www.danskebank.com* as an Authorised Offeror (together, being persons to whom the Issuer has given consent, the “**Authorised Offerors**”) other than pursuant to Article 3(2) of the Prospectus Directive in Sweden (the “**Public Offer Jurisdiction**”) during the period from and including 18 May 2015 until and

including 18 June 2015 (the “Offer Period”). See further paragraph 7 below

(v) Non-exempt Offer Sweden
Jurisdictions:

(vi) Offer Period: From and including 18 June 2015 until and including 18 June 2015

7. Terms and Conditions of the Offer:

Offer Price: Issue Price

Conditions to which the offer is subject: The Issuer reserves the right to cancel, in the sole and absolute discretion of the issuer, the Issue of the Notes if (i) the Issuer receives subscriptions for Notes on an Aggregate Principal Amount of less than SEK 20,000,000, or (ii) the Issuer does not determine the Participation Rate to the lowest 120 %.

Further, the Issuer has the right to cancel the offer and the subsequent issue of the Notes if in the sole and absolute discretion of the Issuer, during the Offer Period, there is a domestic or international material change in interest levels and/or the volatility in the underlying equities, an economic, financial, political or market related material change, which in the sole and absolute discretion of the Issuer makes the offering of Notes inexpedient.

Description of the application process: During the Offer Period prospective investors may subscribe to the Notes during normal banking hours in Sweden. Further, during the Offer Period, prospective investors, with access to Danske Bank’s online service *Hembanken*, may during the Offer Period subscribe via *Hembanken* also outside normal banking hours.

Details of the minimum and/or maximum amount of application: The Notes may be subscribed in a minimum lot of one Note. There is no maximum amount of application.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of the method and time limits for paying up and delivering the Notes: The Notes will be made available on a delivery versus payment basis.

The Issuer expects that the Notes will be delivered to the investors’ respective book-entry securities account on or about the time of the Issue Date.

| | |
|--|---|
| Manner in and date on which results of the offer are to be made public: | After the Offer Period the results of the offer will be specified in the applicable Final Terms that will be published on the homepage of Danske Bank A/S on or about the Issue Date. |
| Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: | Not Applicable |
| Whether tranche(s) have been reserved for certain countries: | Not Applicable |
| Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: | Not Applicable |
| Amount of any expenses and taxes specifically charged to the subscriber or purchaser: | Not Applicable |
| Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: | None |

SECTION A- SUMMARY

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A - Introduction and Warnings

| Element | |
|---------|---|
| A.1 | <p>This summary should be read as an introduction to the Base Prospectus and the relevant Final Terms.</p> <p>Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference and the relevant Final Terms.</p> <p>Where a claim relating to information contained in the Base Prospectus and the relevant Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the relevant Final Terms before the legal proceedings are initiated.</p> <p>No civil liability will attach to the Issuer in any such Member State solely on the basis of this summary, including any translation hereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the relevant Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the relevant Final Terms, key information (as defined in Article 2.1(s) of the Prospectus Directive) in order to aid investors when considering whether to invest in the Notes.</p> |
| A.2 | <p>The Notes may be offered in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus (a “Non-exempt Offer”).</p> <p><i>Offer period:</i> The Issuer’s consent referred to above is given for Non-exempt Offers of Notes during 18 May 2015 until and including 18 June 2015 (the “Offer Period”).</p> |

Section B – Issuer

| Element | Title | |
|---------|----------------------------------|--|
| B.1 | Legal and Commercial Name | Danske Bank A/S (the “ Issuer ”). |

| B.2 | Domicile/ Legal Form/ Legislation/ Country of Incorporation | The Issuer was founded in Denmark and incorporated on 5 October 1871. The Issuer is a commercial bank with limited liability and carries on business under the Danish Financial Business Act. The Issuer is registered with the Danish Commerce and Companies Agency and the Danish corporate registration number is 61126228. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------------|--|---|--|--------------------------------------|--------------------------------------|--------------------------|--|--|--------------|--------|--------|--------------------|--------|--------|-----------------------------|-------|---|-------------------------|-------|-------|-------------------------|-------|--------|-----------------------------|---------|---------|-------------------|-------|--------|-----|-------|-------|--------------------------------|--------------|--------------|-----------------------|--|--|-------------------|-----------|-----------|--------------------------|---------|---------|--------------------|--------|--------|--------------|-----------|---------|
| B.4b | Known trends affecting the Issuer and the industries in which it operates | Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.5 | Description of the Group | The Issuer is the parent company of the Danske Bank Group (the "Group"). The Issuer is an international retail bank that operates in 15 countries with a focus on the Nordic region and with larger retail banking operations in Northern Ireland, Estonia, Latvia and Lithuania. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.9 | Profit forecast or estimate | Not Applicable - No profit forecast or estimates have been made in this Base Prospectus. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.10 | Qualifications to audit report | Not Applicable - No qualifications are contained in any audit report incorporated by reference in this Base Prospectus. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| B.12 | Selected historical key financial information | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | (DKK millions) | <table border="0"> <thead> <tr> <th></th> <th>Twelve months ended 31 December 2014</th> <th>Twelve months ended 31 December 2013</th> </tr> </thead> <tbody> <tr> <td colspan="3">Income statement:</td> </tr> <tr> <td>Total income</td> <td>43,866</td> <td>39,740</td> </tr> <tr> <td>Operating expenses</td> <td>22,641</td> <td>23,794</td> </tr> <tr> <td>Goodwill impairment charges</td> <td>9,099</td> <td>-</td> </tr> <tr> <td>Loan impairment charges</td> <td>2,788</td> <td>4,111</td> </tr> <tr> <td>Profit before tax, core</td> <td>9,338</td> <td>11,836</td> </tr> <tr> <td>Profit before tax, non-core</td> <td>(1,503)</td> <td>(1,777)</td> </tr> <tr> <td>Profit before tax</td> <td>7,835</td> <td>10,059</td> </tr> <tr> <td>Tax</td> <td>3,989</td> <td>2,944</td> </tr> <tr> <td>Net profit for the year</td> <td>3,846</td> <td>7,115</td> </tr> <tr> <td colspan="3">Balance sheet:</td> </tr> <tr> <td>Loan and advances</td> <td>1,563,729</td> <td>1,536,773</td> </tr> <tr> <td>Trading portfolio assets</td> <td>742,512</td> <td>695,722</td> </tr> <tr> <td>Assets in non-core</td> <td>32,329</td> <td>41,837</td> </tr> <tr> <td>Other assets</td> <td>1,114,445</td> <td>952,725</td> </tr> </tbody> </table> | | Twelve months ended 31 December 2014 | Twelve months ended 31 December 2013 | Income statement: | | | Total income | 43,866 | 39,740 | Operating expenses | 22,641 | 23,794 | Goodwill impairment charges | 9,099 | - | Loan impairment charges | 2,788 | 4,111 | Profit before tax, core | 9,338 | 11,836 | Profit before tax, non-core | (1,503) | (1,777) | Profit before tax | 7,835 | 10,059 | Tax | 3,989 | 2,944 | Net profit for the year | 3,846 | 7,115 | Balance sheet: | | | Loan and advances | 1,563,729 | 1,536,773 | Trading portfolio assets | 742,512 | 695,722 | Assets in non-core | 32,329 | 41,837 | Other assets | 1,114,445 | 952,725 |
| | Twelve months ended 31 December 2014 | Twelve months ended 31 December 2013 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Income statement: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Total income | 43,866 | 39,740 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Operating expenses | 22,641 | 23,794 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Goodwill impairment charges | 9,099 | - | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Loan impairment charges | 2,788 | 4,111 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit before tax, core | 9,338 | 11,836 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit before tax, non-core | (1,503) | (1,777) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Profit before tax | 7,835 | 10,059 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Tax | 3,989 | 2,944 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Net profit for the year | 3,846 | 7,115 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Balance sheet: | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Loan and advances | 1,563,729 | 1,536,773 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Trading portfolio assets | 742,512 | 695,722 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Assets in non-core | 32,329 | 41,837 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Other assets | 1,114,445 | 952,725 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | | |
|--|------------------------------------|---------------------|---------------------|
| | Total assets | 3,453,015 | 3,227,057 |
| | Deposits | 763,441 | 776,412 |
| | Bonds issued by Realkredit Danmark | 655,965 | 614,196 |
| | Trading portfolio liabilities | 550,629 | 435,183 |
| | Liabilities in non-core | 4,950 | 17,476 |
| | Other liabilities | | |
| | | 1,324,910 | 1,238,133 |
| | Total liabilities | 3,299,895 | 3,081,400 |
| | Additional tier 1 etc | 5,675 | - |
| | Shareholders' equity | 147,445 | 145,657 |
| | (DKK millions) | First quarter ended | First quarter ended |
| | Danske Bank Group | 31 March 2015 | 31 March 2014 |
| | Total income | 12,211 | 10,335 |
| | Operating expenses | 5,437 | 5,432 |
| | Goodwill impairment charges | - | - |
| | Loan impairment charges | 502 | 641 |
| | Profit before tax, core | 6,272 | 4,262 |
| | Profit before tax, Non-core | 90 | (632) |
| | Profit before tax | 6,362 | 3,630 |
| | Tax | 1,411 | 818 |
| | Net profit for the period | 4,951 | 2,812 |
| | Balance sheet: | | |
| | Loan and advances | 1,605,022 | 1,558,948 |
| | Trading portfolio assets | 800,072 | 706,906 |
| | Assets in Non-core | 39,626 | 39,485 |
| | Other assets | 1,226,438 | 1,008,879 |

| | | | | |
|-------------|---|--|---|---|
| | | <p>Total assets</p> <p>Deposits</p> <p>Bonds issued by Realkredit Danmark</p> <p>Trading portfolio liabilities</p> <p>Liabilities in Non-core</p> <p>Other liabilities</p> <p>Total liabilities</p> <p>Additional tier 1 etc.</p> <p>Shareholders' equity</p> | <p>3,671,158</p> <p>826,761</p> <p>678,875</p> <p>609,719</p> <p>7,421</p> <p>1,390,420</p> <p>3,513,196</p> <p>11,375</p> <p>146,587</p> | <p>3,314,218</p> <p>781,700</p> <p>623,956</p> <p>386,249</p> <p>11,997</p> <p>1,358,499</p> <p>3,162,401</p> <p>5,575</p> <p>146,242</p> |
| | <p>Statement of no material adverse change</p> <p>Description of significant changes to financial or trading position</p> | <p>There has been no material adverse change in the prospects of the Issuer since 31 December 2014, the last day of the financial period in respect of which the most recently audited financial statements of the Issuer have been prepared.</p> <p>There has been no significant change in the financial or trading position of the Issuer or of the Issuer and its subsidiaries taken as a whole since 31 March 2015, the last day of the financial period in respect of which the most recent financial statements of the Issuer have been prepared.</p> | | |
| B.13 | Recent events materially relevant to an evaluation of the Issuer's solvency | See Element B.5. Not Applicable – The Issuer is not dependent on any other entities within the Group. | | |
| B.14 | Dependence on other entities within the Group | See Element B.5. Not Applicable – The Issuer is not dependent on any other entities within the Group. | | |
| B.15 | Principal activities | The Group is the leading financial service provider in Denmark – and one of the largest in the Nordic region – measured by total assets as at 31 December 2014 (Source: Finansrådet (Danish Bankers' Association)). The Group offers its customers in Denmark and in its other markets a broad range of services that, depending on the market, include services in banking, mortgage finance, insurance, trading, leasing, real estate agency and investment management. The Group has a leading market position in Denmark and is one of the larger | | |

| | | banks in Northern Ireland and Finland. The Group also has significant operations in its other main markets of Sweden, Norway and the Baltics. | | | | | | | | | | | | |
|--|--|---|-------|---------|-----|-------|--|----|---|---|--|-----|-----|----|
| B.16 | Controlling shareholders | Not Applicable – The Issuer is not aware of any shareholder or group of connected shareholders who directly or indirectly control the Issuer. | | | | | | | | | | | | |
| B.17 | Credit ratings assigned to the Issuer | <p>As at the date of this Base Prospectus, the Issuer has been rated by the following rating agencies: Moody’s Investors Service Ltd. (“Moody’s”), Standard & Poor’s Credit Market Services Europe Limited (“S&P”) and Fitch Ratings Ltd (“Fitch”).</p> <p>The Issuer ratings are as follows:</p> <table border="0"> <thead> <tr> <th></th> <th>Moody’s</th> <th>S&P</th> <th>Fitch</th> </tr> </thead> <tbody> <tr> <td>senior unsubordinated long-term debt/long-term Issuer default rating</td> <td>A3</td> <td>A</td> <td>A</td> </tr> <tr> <td>senior unsubordinated short-term debt/short-term Issuer default rating</td> <td>P-2</td> <td>A-1</td> <td>F1</td> </tr> </tbody> </table> <p>Each of Moody’s, S&P and Fitch is established in the European Union (the “EU”) and is registered under Regulation (EC) No. 1060/2009 (as amended).</p> <p>A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.</p> <p>No ratings have been or are expected to be assigned to the Notes at the request of or with the co-operation of the Issuer in the rating process.</p> | | Moody’s | S&P | Fitch | senior unsubordinated long-term debt/long-term Issuer default rating | A3 | A | A | senior unsubordinated short-term debt/short-term Issuer default rating | P-2 | A-1 | F1 |
| | Moody’s | S&P | Fitch | | | | | | | | | | | |
| senior unsubordinated long-term debt/long-term Issuer default rating | A3 | A | A | | | | | | | | | | | |
| senior unsubordinated short-term debt/short-term Issuer default rating | P-2 | A-1 | F1 | | | | | | | | | | | |

Section C – Notes

| Element | Title | |
|----------------|----------------------------------|---|
| C.1 | Description of Notes/ISIN | <p>The Notes are Equity-Linked Redemption Notes.</p> <p>The Series number is DDBO 545 E. The Tranche number is 1.</p> <p>The International Securities Identification Number (ISIN) is SE0007073861. The Common Code is 000707386. The Euroclear Sweden identification number is 556112-8074.</p> <p>The calculation amount (“CA”) is 10,000.</p> |

| | | |
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| C.2 | Currency | The Notes are denominated in SEK and the specified currency for payments in respect of the Notes is SEK. |
| C.5 | Restrictions on the free transferability of the Notes | Transfers of Notes may be effected only through the book entry system and register maintained by the Euroclear Sweden. |
| | | The Notes will be freely transferable, subject to the offering and selling restrictions of the United States, the European Economic Area, the United Kingdom, Denmark, Finland, Norway and Sweden and the laws of any jurisdiction in which the Notes are offered or sold. |
| C.8 | Rights attached to the Notes, including ranking and limitations on those rights | <p>The Notes have terms and conditions relating to, among other matters:</p> <p>Ranking</p> <p>The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank <i>pari passu</i> without any preference among themselves and at least <i>pari passu</i> with all other unsubordinated and unsecured obligations (including liabilities in respect of deposits) of the Issuer, present and future (save for certain mandatory exceptions provided by law).</p> <p>Taxation</p> <p>The Issuer shall not be liable for or otherwise obliged to pay any taxes which may arise in respect of the Notes and all payments made by the Issuer shall be made subject to any such taxes.</p> <p>Negative pledge and cross default</p> <p>The terms of the Notes will not have the benefit of a negative pledge or a cross-default.</p> <p>Events of default</p> <p>The terms of the Notes will contain, amongst others, the following events of default: (i) default in payment of any principal or interest due in respect of the Notes, continuing for a period of 5 days after the date on which notice has been given to the Issuer; (ii) default in the performance or observance of any other obligation of the Issuer under the Notes and such default remains unremedied for 30 days after notice requiring remedy has been given to the Issuer; (iii) a legal process is levied or enforced or sued out upon or against any part of the assets of the Issuer which is material in its effect upon the operation of the Issuer and is not discharged or stayed within 60 days of having been so levied, enforced or sued out, (iv) events relating to the bankruptcy of the Issuer; and (v) the Danish Financial Supervisory Authority files a petition for the suspension of payments of</p> |

| | | |
|-------------|--|---|
| | | <p>the Issuer.</p> <p>Meetings</p> <p>The terms of the Notes will contain provisions for calling meetings of holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p> <p>Governing Law</p> <p>English law, except that the registration of the Notes in Euroclear Sweden AB shall be governed by Swedish law.</p> |
| C.11 | Admission to trading | Application has been made to the NASDAQ OMX Stockholm AB for the Notes to be admitted to trading on the NASDAQ OMX Stockholm AB |
| C.15 | Description of how the value of the investment is affected by the value of the underlying instrument(s) | <p>The principal amount payable at maturity will be subject to a minimum redemption amount of 100 % of the calculation amount.</p> <p>See also Element C.18 below.</p> |
| C.16 | Maturity date and final reference date | The maturity date is 10 July 2018. The final reference date is the averaging dates specified in Element C.18 below. |
| C.17 | Settlement procedure of derivative securities | The Notes are cash settled Notes. |
| C.18 | Return on derivative securities | <p>The interest amounts (if any) and the redemption amount due at maturity are determined as follows:</p> <p>Interest</p> |
| | | The Notes do not bear any interest. |
| | | <p>Early redemption</p> <p>See “Taxation” and “Events of Default” in Element C.8 above and “Disrupted Days, Market Disruption Events and Adjustments” below for information on early redemption in relation to the Notes.</p> <p>In addition, if the Issuer determines that performance of its obligations</p> |

| | |
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| | <p>under the Notes or that any arrangements made to hedge its obligations under the Notes has or will become illegal in whole or in part as a result of compliance with any applicable present or future law (an “illegality”), the Issuer may redeem the Notes early and, if and to the extent permitted by applicable law, will pay an amount equal to the early redemption amount in respect of each calculation amount.</p> <p>In the circumstances specified above, the “early redemption amount” payable on any such early redemption of the Notes will be an amount determined by the Calculation Agent which represents the fair market value of each calculation amount of the Notes on a day selected by the Issuer (in the case of an early redemption following an illegality, ignoring the relevant illegality), but adjusted (except in the case of an early redemption following an event of default) to account for losses, expenses and costs to the Issuer and/or its affiliates of unwinding any hedging and funding arrangements in respect of the Notes, provided that, for the purposes of determining the fair market value of each calculation amount of the Notes following an event of default, no account shall be taken of the financial condition of the Issuer which shall be presumed to be able to perform fully its obligations in respect of the Notes.</p> |
| | <p><i>Redemption at maturity</i></p> <p>Unless previously redeemed or purchased and cancelled, the Notes will be redeemed at their Final Redemption Amount on the Maturity Date.</p> <p>The maturity date is 10 July 2018.</p> |
| | <p>The Reference Item-Linked Redemption Amount shall be the “Call Redemption Amount” determined by reference to the following formula:</p> $\text{RPA} + \text{Reference Item Amount}$ <p>For the purposes of the above:</p> <p>“Reference Item Amount” means an amount determined by reference to the following formula:</p> $\text{CA} \times \text{Max} [\text{Performance Floor}, (\text{PR} \times \text{Call Performance})] \times \text{OFX}$ <p>Where:</p> <p>“Call Performance” means the sum of the weighted Performances for each of the Reference Items MINUS Strike</p> <p>“FX Option Conversion”: Not Applicable, OFX = 1</p> <p>“FX Principal Conversion”: Not Applicable, PFX = 1</p> <p>“Performance” means, in respect of a Reference Item and the specified</p> |

| | | <p>final averaging dates, the average price of such Reference Item on such specified final averaging dates DIVIDED BY the initial price of such Reference Item on the initial valuation date, expressed as a percentage</p> <p>“Relevant Principal Amount” (“RPA”) mean the CA.</p> <p>“Performance Floor” = Zero</p> <p>“PR” = Indicatively 135 % (lowest 120 %)</p> <p>“Strike” = 100%</p> | | | | |
|--------------------------------|---|---|--------------------------------|----------------|-----------------|--------|
| | | <p>Valuation</p> <p>“initial valuation date” = 26 June 2015 (subject to postponement)</p> <p>“final averaging dates” = 26 June 2017, 26 July 2017, 26 August 2017, 26 September 2017, 26 October 2017, 26 November 2017, 26 December 2017, 26 January 2018, 26 February 2018, 26 March 2018, 26 April 2018, 26 May 2018 and 26 June 2018 (subject to postponement)</p> | | | | |
| | | <p>Disrupted Days, Market Disruption Events and Adjustments</p> <p>The terms and conditions of the Notes contain provisions, as applicable, relating to events affecting the Reference Item(s), modification or cessation of the Reference Item(s) and market disruption provisions and provisions relating to subsequent corrections of the level of the Reference Item(s) and details of the consequences of such events. Such provisions may permit the Issuer either to require the calculation agent to determine what adjustments should be made following the occurrence of the relevant event (which may include deferment of any required valuation or payment or the substitution of a substitute reference item) or to cancel the Notes and to pay an amount equal to the early redemption amount as specified above.</p> | | | | |
| C.19 | Exercise price/final reference price | See Element C.18 above. | | | | |
| C.20 | Underlying | The Reference Entities are each Reference Item specified under the heading “Description of Reference Items” in the Table below, being the type of Reference Item specified under the heading “Classification” in the Table below. | | | | |
| | | <table border="1"> <thead> <tr> <th>Description of Reference Items</th> <th>Classification</th> <th>Electronic page</th> <th>Weight</th> </tr> </thead> </table> | Description of Reference Items | Classification | Electronic page | Weight |
| Description of Reference Items | Classification | Electronic page | Weight | | | |

| | | | | | |
|--|--|--|-----------------|-------------------|-----|
| | | Allianz SE | Equity Security | ALV GY Equity | 10% |
| | | Centrica PLC | Equity Security | CNA LN Equity | 10% |
| | | GlaxoSmithKline PLC | Equity Security | GSK LN Equity | 10% |
| | | HSBC Holdings PLC | Equity Security | HSBA LN Equity | 10% |
| | | Roche Holding AG | Equity Security | ROG VX Equity | 10% |
| | | DEUTSCHE TELEKOM AG-REG | Equity Security | DTE GY Equity | 10% |
| | | SCOR SE | Equity Security | SCR FP Equity | 10% |
| | | Eni S.p.A. | Equity Security | ENI IM Equity | 10% |
| | | Swisscom AG | Equity Security | SCMN VX Equity | 10% |
| | | Zurich Insurance Group AG | Equity Security | ZURN VX Equity | 10% |
| | | Information relating to the Reference Entities comprising the Reference Items is available from internationally recognised published or electronically displayed sources such as Bloomberg and any web-site of each Reference Entity/can be obtained from the electronic pages specified under the heading “Electronic pages” for such Reference Items in the Table above. | | | |

Section D– Risks

| Element | Title | |
|---------|---|---|
| D.2 | Key risks specific to the Issuer | In purchasing Notes, investors assume the risk that the Issuer may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer may not be aware of all relevant factors and certain factors which it currently deems not to be material may become material as a result of the occurrence of events outside the Issuer’s control. The Issuer has identified in the Base Prospectus a number of factors which could materially adversely affect its business and ability to make payments due under the Notes. These factors include: |

| | | |
|--|--|---|
| | | <ul style="list-style-type: none"> • the Group is exposed to a number of risks, the categories of which are credit risk, market risk, liquidity risk, operational risk, insurance risk and pension risk; • regulatory changes could materially affect the Issuer’s business; • the Issuer will face increased capital and liquidity requirements as a result of the new framework implementing, among other things, the Basel Committee on Banking Supervision’s proposals imposing stricter capital and liquidity requirements upon banks in the EU; • the implementation of a bank recovery and resolution directive or the taking any action under it could materially affect the value of any Notes; • the Group may have to pay additional amounts under deposit guarantee schemes or resolution funds; and • the Group may be affected by general economic and geopolitical conditions. |
|--|--|---|

| | | |
|------------|---|--|
| D.6 | Key information on key risks specific to the Notes | <p><i>The Issuer believes that the factors summarised below represent the principal risks inherent in investing in the Notes, but the Issuer may be unable to pay amounts on or in connection with any Notes for other reasons which may not be considered significant risks by the Issuer based on information currently available to it and which it may not currently be able to anticipate.</i></p> |
| | | <p>Notes may involve a high degree of risk. There are certain factors which are material for the purpose of assessing the market risks associated with investing in the Notes, which include, without limitation, the following: an active secondary market in respect of the Notes may never be established or may illiquid and this would adversely affect the value at which an investor could sell its Notes, if an investor holds Notes which are not denominated in the investor’s home currency, it will be exposed to movements in exchange rates adversely affecting the value of its holding and the imposition of exchange controls could result in an investor not receiving payment on those Notes, the market value of the Notes will be affected by a number of factors independent of the creditworthiness of the Issuer, credit ratings assigned to the Issuer may not reflect all the risks associated with an investment in the Notes, the Notes may not be a suitable investment for all investors, taxes and expenses may be payable by holders in connection with the Notes, there may be withholding under the EU Savings Directive, U.S. Foreign Account Tax Compliance Act withholding may affect payments on the</p> |

| | | |
|------------|---------------------|--|
| | | Notes, the Hiring Incentives to Restore Employment Act withholding may affect payments on the Notes, the proposed financial transactions tax may apply in respect of certain dealings in Notes, the Terms and Conditions of the Notes contain provisions which may permit their modification without the consent of all investors, the value of the Notes could be adversely affected by a change in applicable laws or administrative practice, the Issuer has issued covered bonds and if any relevant claims in respect of these covered bonds are not met out of the pool of assets or the proceeds arising from it, any remaining claims will subsequently rank pari passu with the Issuer's obligations under the Notes. |
| | | In addition, there are certain factors which are material for the purpose of assessing the risks relating to the structure of the Notes, which include, without limitation, the following: if the Issuer's obligations under the Notes become illegal, the Issuer may redeem the Notes. |
| | | <p>There are certain additional risks associated with Notes linked to the Reference Items: prospective investors in the Notes should understand the risks of transactions involving the Notes and should reach an investment decision only after careful consideration, with their advisers, of the suitability of the Notes in light of their particular financial circumstances, the information set forth in the Base Prospectus and the information regarding the Notes and the Reference Items to which the value of, or payments in respect of, the Notes relate. Fluctuations in the value and/or volatility of the Reference Items may affect the value of the Notes. Investors may risk losing their entire investment. Investors will have no claim against any Reference Item. Hedging arrangements of the Issuer may affect the value of the Notes and there may be conflicts of interest in respect of the Notes. Market disruptions or other adjustment events may occur in respect of the Reference Items which may result in valuations and/or payments being delayed, the Notes may be subject to adjustment (including, without limitation, that the relevant Reference Item may be substituted) or the Notes may be redeemed early.</p> <p>The Notes will represent an investment linked to the performance of the Reference Items and prospective investors should note that the return (if any) on their investment in the Notes will depend upon the performance of the Reference Items.</p> |
| D.6 | Risk Warning | THE AMOUNT PAID ON REDEMPTION OF THE NOTES MAY BE LESS THAN THE PRINCIPAL AMOUNT OF THE NOTES, TOGETHER WITH ANY INTEREST, AND MAY IN CERTAIN CIRCUMSTANCES BE ZERO. INVESTORS MAY LOSE THE VALUE OF THEIR ENTIRE INVESTMENT, OR PART OF IT, AS THE CASE MAY BE. |

Section E – Offer

| Element | Title | |
|----------------|---|---|
| E.2b | Reasons for offer and use of proceeds when different from making profit and/or hedging certain risks | The net proceeds from each issue of Notes will be applied by the Issuer to meet part of its general financing requirements. |
| E.3 | Terms and conditions of the offer | This issue of Notes is being offered in a Non-Exempt Offer in Sweden. The issue price of the Notes is 110 per cent. of their principal amount. |
| E.4 | Interests material to the issue/offer, including conflicting interests | Not Applicable – So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. |
| E.7 | Expenses charged to the investor | No expenses are being charged to an investor by the Issuer |

AVSNITT A - SAMMANFATTNING

Sammanfattningar upprättas utifrån informationspunkter kallade "Punkter". Dessa punkter numreras i Avsnitt A till E (A.1 - E.7). Denna Sammanfattning innehåller alla de Punkter som ska ingå i en sammanfattning för Obligationerna och Emittenten. Eftersom vissa Punkter inte behöver behandlas här så kan det finnas luckor i nummerföljden av Punkterna. Även om en viss Punkt ska ingå i Sammanfattningen mot bakgrund av typen av värdepapper och emittent, kan det förhålla sig så att ingen information finns att återge under den Punkten. I dessa fall anges endast en kort beskrivning av Punkten och med en förklaring varför den inte är tillämplig.

Avsnitt A - Introduktion och varningar

| Punkt | |
|-------|--|
| A.1 | <p>Denna sammanfattning ska läsas som en introduktion till Grundprospektet och de tillämpliga Slutliga Villkoren.</p> <p>Varje beslut att investera i några Obligationer ska baseras på Grundprospektet i dess helhet, inklusive varje dokument som införlivas genom hänvisning och de tillämpliga Slutliga Villkoren.</p> <p>Om ett krav avseende information i Grundprospektet och de tillämpliga Slutliga Villkoren framställs i domstol i en Medlemsstat inom det Europeiska Ekonomiska Samarbetsområdet, kan käranden, enligt nationell lagstiftning i den Medlemsstat där kravet framställs, åläggas att bära kostnaden för att översätta Grundprospektet och de tillämpliga Slutliga Villkoren innan den juridiska processen inleds.</p> <p>Inget civilrättsligt ansvar kommer att uppkomma för Emittenten i någon sådan Medlemsstat enbart på basis av denna sammanfattning, inklusive varje översättning härav, såvida inte denna är vilseledande, felaktig eller oförenlig när den läses med de övriga delarna av Grundprospektet och de tillämpliga Slutliga Villkoren eller, efter införande av de relevanta bestämmelserna i direktiv 2010/73/EU i den relevanta Medlemsstaten, denna inte ger, när denna läses tillsammans med de övriga delarna av Grundprospektet och de tillämpliga Slutliga Villkoren, nyckelinformation (enligt definitionen i artikel 2.1(s) i Prospektdirektivet) för att bistå investerare när dessa överväger huruvida de ska investera i Obligationerna.</p> |
| A.2 | <p>Obligationerna får erbjudas under omständigheter där det inte finns ett undantag från skyldigheten under Prospektdirektivet att offentliggöra ett prospekt (ett "Icke-Undantaget Erbjudande").</p> <p>Erbjudandeperiod: Emittentens samtycke nämnt ovan lämnas för Icke-Undantagna Erbjudanden av Obligationer under perioden från och med 18 maj 2015 till och med 18 juni 2015 ("Erbjudandeperioden").</p> |

Avsnitt B – Emittent

| Punkt | Rubrik | |
|-------|--------|--|
| | | |

| | | |
|-------------|--|--|
| B.1 | Juridisk firma och kommersiellt namn | Danske Bank A/S (“ Emittenten ”) |
| B.2 | Säte/ Juridisk form/ Lagstiftning/ Jurisdiktion | Emittenten bildades i Danmark och inkorporerades den 5 oktober 1871. Emittenten är en kommersiell bank med begränsat ägaransvar och bedriver verksamhet under den danska lagstiftningen om finansiell verksamhet. Emittenten är registrerad hos det danska bolagsverket (<i>Erhvervsstyrelsen</i>) och det danska registreringsnumret är 61126228. |
| B.4b | Kända trender som påverkar emittenten och den bransch där emittenten är verksam | Inte tillämpligt – Det finns inte några kända trender, osäkerheter, åtaganden eller händelser som med rimlig sannolikhet kommer att ha en väsentlig inverkan på Emittentens utsikter för det innevarande räkenskapsåret. |
| B.5 | Beskrivning av Koncernen | Emittenten är moderbolaget i Danske Bank-koncernen (“ Koncernen ”). Emittenten är en internationell privatkundsbank med verksamhet i 15 länder med ett fokus på Norden och med större bankverksamhet mot privatkunder på Nordirland, Estland, Lettland och Litauen. |
| B.9 | Resultatprognos eller förväntat resultat | Inte tillämpligt – Ingen resultatprognos eller uppgift om förväntat resultat lämnas i detta Grundprospekt. |
| B.10 | Anmärkningar i revisionsberättelsen | Inte tillämpligt – Inga anmärkningar finns i de revisionsberättelser som införlivats genom hänvisning i detta Grundprospekt. |
| B.12 | Utvald historisk finansiell information | |
| | (DKK miljoner) | Tolv månader med slut 31 december 2014 |
| | | Tolv månader med slut 31 december 2013 |
| | Income statement: | |
| | Totala intäkter | 43 866 |
| | Verksamhetskostnader | 22 641 |
| | Goodwillavskrivningar | 9 099 |
| | Reserveringar för kreditförluster | 2 788 |
| | Vinst före skatt, kärnverksamhet | 9 338 |
| | Vinst före skatt, icke-kärnverksamhet | (1 503) |
| | Vinst före skatt | 7 835 |
| | Skatt | 3 989 |
| | Nettovinst för året | 3 846 |
| | | 7 115 |

| | | |
|---|--------------------------------------|--------------------------------------|
| Balansräkning: | | |
| Utlåning och förskott | 1 563 729 | 1 536 773 |
| Tillgångar i handelsportföljen | 742 512 | 695 722 |
| Tillgångar inom icke-kärnverksamhet | 32 329 | 41 837 |
| Övriga tillgångar | 1 114 445 | 952 725 |
| Totala tillgångar | 3 453 015 | 3 227 057 |
| Insättningar | 763 441 | 776 412 |
| Obligationer emitterade av Realkredit Danmark | 655 965 | 614 196 |
| Förpliktelser inom handelsportföljen | 550 629 | 435 183 |
| Förpliktelser inom icke-kärnverksamhet | 4 950 | 17 476 |
| Övriga förpliktelser | 1 324 910 | 1 238 133 |
| Totala förpliktelser | 3 299 895 | 3 081 400 |
| Ytterligare tier 1 etc | 5 675 | - |
| Aktiekapital | 147 445 | 145 657 |
| (DKK miljoner) | Tre månader med slut 31 mars 2015 | Tre månader med slut 31 mars 2014 |
| Resultaträkning: | | |
| Totala intäkter | 12 211 | 10,335 |
| Verksamhetskostnader | 5 437 | 5 432 |
| Goodwillavskrivningar | - | - |
| Reserveringar för kreditförluster | 502 | 641 |
| Vinst före skatt, kärnverksamhet | 6 272 | 4 262 |
| Vinst före skatt, icke-kärnverksamhet | 90 | (632) |
| Vinst före skatt | 6 362 | 3 630 |
| Skatt | 1 411 | 818 |
| Nettovinst för perioden | 4 951 | 2 812 |
| Balansräkning: | | |
| Utlåning och förskott | 1 605 022 | 1 558 948 |
| Tillgångar i handelsportföljen | 800 072 | 706 906 |
| Tillgångar inom icke-kärnverksamhet | 39 626 | 39 485 |

| | | | |
|-------------|---|--|------------------|
| | Övriga tillgångar | 1 226 438 | 1 008 879 |
| | Totala tillgångar | 3 671 158 | 3 314 218 |
| | Insättningar | 826 761 | 781 700 |
| | Obligationer emitterade av Realkredit Danmark | 678 875 | 623,956 |
| | Förpliktelser inom handelsportföljen | 609 719 | 386 249 |
| | Förpliktelser inom icke-kärnverksamt | 7 421 | 11 997 |
| | Övriga förpliktelser | 1 390 420 | 1 358 499 |
| | Totala förpliktelser | 3 513 196 | 3 162 401 |
| | Ytterligare tier 1 etc | 11 375 | 5 575 |
| | Aktiekapital | 146,587 | 146,242 |
| | Uppgift om inga väsentliga negativa förändringar | Det har inte inträffat någon väsentlig negativ förändring i Emittentens framtidsutsikter efter den 31 december 2014, som utgör den sista dagen i den räkenskapsperiod för vilken den senaste reviderade räkenskapsrapporten har framställts. | |
| | Beskrivning av väsentliga förändringar i finansiell situation eller ställning på marknaden | Det har inte inträffat någon väsentlig förändring i Emittentens, eller Emittentens och dess dotterföretag tillsammans, finansiella situation eller trading eller ställning på marknaden efter den 31 mars 2015, som utgör den sista dagen i den räkenskapsperiod för vilken den senaste räkenskapsrapporten för har framställts. | |
| B.13 | Nyligen inträffade händelser som är väsentliga för att utvärdera Emittentens solvens | Inte tillämpligt – Det föreligger inte några nyligen inträffade händelser som är väsentliga för att utvärdera Emittentens solvens. | |
| B.14 | Beroende av andra företag inom Koncernen | Se Punkt B.5. Inte tillämpligt – Emittenten är inte beroende av andra företag inom Koncernen. | |
| B.15 | Huvudsaklig verksamhet | Koncernen är den ledande leverantören av finansiella tjänster i Danmark – och en av de största i Norden – mätt utifrån totala tillgångar per den 31 | |

| | | december 2014 (Källa: Finansrådet (danska bankföreningen)). Koncernen tillhandahåller sina kunder i Danmark och på dess övriga marknader ett brett utbud av tjänster som, beroende på vilken marknad som avses, omfattar tjänster inom bank, bolån, försäkring, värdepappershandel, leasing, fastighetsmäkleri och förmögenhetsförvaltning. Koncernen har en ledande position i Danmark och är en av de större bankerna i Nordirland och Finland. Koncernen har också betydande verksamheter på dess övriga huvudmarknader i Sverige, Norge och Baltikum. | | | | | | | | | | | | |
|--|--|---|-------|---------|-----|-------|--|----|---|---|--|-----|-----|----|
| B.16 | Kontrollerande aktieägare | Inte tillämpligt – Emittenten känner inte till någon aktieägare eller gruppering av samverkande aktieägare som direkt eller indirekt kontrollerar Emittenten. | | | | | | | | | | | | |
| B.17 | Kreditvärdighetsbetyg tilldelade Emittenten | Per dagen för detta Grundprospekt, har Programmet och Emittenten tilldelats kreditvärdighetsbetyg av följande kreditvärderingsinstitut: Moody's Investors Service Ltd. ("Moody's"), Standard & Poor's Credit Market Services Europe Limited ("S&P") och Fitch Ratings Ltd ("Fitch"). | | | | | | | | | | | | |
| | | Kreditvärdighetsbetygen för Programmet och Emittenten är som följer: | | | | | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th></th> <th>Moody's</th> <th>S&P</th> <th>Fitch</th> </tr> </thead> <tbody> <tr> <td>Icke-säkerställd icke-efterställd långfristig skuld/betyg avseende långsiktig emittentrisk</td> <td>A3</td> <td>A</td> <td>A</td> </tr> <tr> <td>Icke-säkerställd icke-efterställd kortfristig skuld/betyg avseende kortsiktig emittentrisk</td> <td>P-2</td> <td>A-1</td> <td>F1</td> </tr> </tbody> </table> <p>Var och en av Moody's, S&P och Fitch är etablerade inom den Europeiska Unionen ("EU") och är registrerade under Förordning (2009/1060/EG)(så som ändrad).</p> <p>Ett kreditvärdighetsbetyg är inte en rekommendation att köpa, sälja eller inneha värdepapper och kan bli föremål tillfällig indragning, sänkning eller återkallelse närsomhelst av det tilldelande kreditvärderingsinstitutet.</p> <p>Inga kreditvärdighetsbetyg har tilldelats eller förväntas att bli tilldelade Obligationerna på begäran av eller i samarbete med Emittenten i kreditvärderingsprocessen.</p> | | Moody's | S&P | Fitch | Icke-säkerställd icke-efterställd långfristig skuld/betyg avseende långsiktig emittentrisk | A3 | A | A | Icke-säkerställd icke-efterställd kortfristig skuld/betyg avseende kortsiktig emittentrisk | P-2 | A-1 | F1 |
| | Moody's | S&P | Fitch | | | | | | | | | | | |
| Icke-säkerställd icke-efterställd långfristig skuld/betyg avseende långsiktig emittentrisk | A3 | A | A | | | | | | | | | | | |
| Icke-säkerställd icke-efterställd kortfristig skuld/betyg avseende kortsiktig emittentrisk | P-2 | A-1 | F1 | | | | | | | | | | | |

Avsnitt C – Obligationer

| Punkt | Rubrik | |
|------------|--|--|
| C.1 | Beskrivning av Obligationerna /ISIN | Obligationerna är Aktierelaterade Inlösenobligationer. Serienumret är DDBO 545 E. Tranchenumret är 1. |

| | | |
|------------|---|---|
| | | <p><i>International Securities Identification Number (ISIN)</i> är SE0007073861. <i>Common Code</i> är 000707386. Euroclear Sweden identifikationsnummer är 556112-8074.</p> <p>Beräkningsbeloppet ("BB") är 10 000.</p> |
| C.2 | Valuta | Obligationerna är denominerade i SEK och den angivna valutan för betalningar avseende obligationerna är SEK. |
| C.5 | Restriktioner avseende fri överlåtbarhet: | <p>Överlåtelse av Obligationer kan endast effektueras genom kontoföringssystemet och det register som upprätthålls av Euroclear Sweden.</p> <p>Obligationerna är fritt överlåtbara, med förbehåll för erbjudande- och försäljningsrestriktioner i USA; inom det Europeiska Ekonomiska Samarbetsområdet, Storbritannien, Danmark, Finland och Sverige samt lagar i de jurisdiktioner som Obligationerna erbjuds eller säljs i.</p> |
| C.8 | Rättigheter förknippade med Obligationerna, inklusive rangordning och begränsningar: | <p>Obligationerna har villkor avseende, bl.a.:</p> <p>Rangordning</p> <p>Obligationerna kommer att utgöra direkta, ovillkorade, icke-efterställda och icke-säkerställda åtaganden för Emittenten och kommer att rankas i likhet sinsemellan och åtminstone jämsides med Emittentens samtliga övriga icke-efterställda och icke-säkerställda (inkluderande åtaganden avseende insättningar) nuvarande och framtida åtaganden (om inte annat anges i tvingande lag).</p> |

| | | |
|-------------|--|--|
| | | <p>Skatt</p> <p>Emittenten ska inte ansvara för eller på annat sätt åläggas att betala några skatter som kan uppkomma avseende Obligationerna och samtliga betalningar som företas av Emittenten kan vara föremål för sådana skatter.</p> |
| | | <p>Negativåtagande och uppsägningsgrund avseende andra förpliktelser</p> <p>Villkoren för Obligationerna kommer inte innehålla villkor om negativåtagande och uppsägningsgrund avseende andra förpliktelser.</p> |
| | | <p>Uppsägningsgrundande Händelse</p> <p>Villkoren för Obligationerna innehåller, bl.a., följande uppsägningsgrundande händelser: (i) underlåtelse av betalning av något kapitalbelopp eller ränta under Obligationerna och sådan underlåtelse varar under en period om 5 dagar efter den dag på vilket meddelande har lämnats till Emittenten; (ii) Emittentens underlåtelse att uppfylla eller respektera något av sina andra åtaganden under Obligationerna som fortgår under minst 30 dagar efter meddelande om krav på rättelse har lämnats till Emittenten; (iii) ett juridiskt förfarande avseende beskattning eller verkställande eller stämning avseende eller gällande någon del av Emittentens tillgångar företas som är betydande vad gäller dess effekt på Emittentens verksamhet och som inte avslås eller inhiberas inom 60 dagar efter sådant juridiskt förfarande avseende beskattning, verkställande eller stämning, (iv) händelser avseende Emittentens konkurs; och (v) den danska finansinspektionen meddelar beslut om avbrott för betalningar för Emittenten.</p> |
| | | <p>Innehavarmöten</p> <p>Villkoren för Obligationerna kommer innehålla bestämmelser om kallande till innehavarmöten för att ta ställning till saker som påverkar innehavares intressen generellt. Dessa villkor tillåter vissa definierade majoriteter att binda samtliga innehavare, inklusive innehavare som inte närvarade vid och inte röstade vid det relevanta innehavarmötet samt innehavare som röstade på ett annat sätt än majoriteten.</p> |
| | | <p>Tillämplig rätt</p> <p>Engelsk rätt, med undantag för registrering av Obligationerna i Euroclear Sweden AB som ska vara underkastat svensk rätt.</p> |
| C.11 | Upptagande till handel | Ansökan har gjorts hos NASDAQ OMX Stockholm AB om att Obligationerna ska upptas till handel på NASDAQ OMX Stockholm AB. |
| C.15 | Beskrivning av hur värdet för investeringen | Kapitalbeloppet som ska erläggas vid förfalldagen kommer att vara föremål för ett minimiinlösenbelopp om 100 % av beräkningsbeloppet. |

| | | |
|-------------|---|---|
| | påverkas av värdet för det underliggande instrumentet(en) | Se också Punkt C.18 nedan. |
| C.16 | Förfallodag och slutlig referensdag | Förfallodagen är den 10 juli 2018. Den slutliga referensdagen är genomsnittsdagen angiven i Punkt C.18 nedan. |
| C.17 | Avvecklings- förfaranden för derivat- värdepapper | Obligationerna är Obligationer som avvecklas kontant. |
| C.18 | Avkastning på derivat- värdepapper | Räntebeloppet (om något) och inlösenbeloppet som förfaller vid förfallodagen, fastställs enligt det följande: |

| | | |
|--|--|---|
| | | Ränta |
| | | Obligationerna löper inte med ränta. |
| | | <p>Förtida inlösen</p> <p>Se "Skatt" och "Uppsägningsgrundande Händelser" i Punkt C.8 ovan och "Avbrottsdagar, Marknadsavbrottsändelser och Justeringar" nedan för information om förtida inlösen av Obligationerna.</p> <p>Vidare, om Emittenten fastställer att utförandet av dess åtaganden under Obligationerna eller om några arrangemang som företas för att hedga dess åtaganden under Obligationerna, har blivit eller kommer bli olagligt, helt eller delvis, som en följd av efterlevande av tillämpliga lagar eller framtida lagar (en "olaglighet"), så kan Emittenten lösa in Obligationerna i förtid och, om och till den omfattning som tillåts enligt tillämplig lag, betala ett belopp som är lika med det förtida inlösenbeloppet avseende varje beräkningsbelopp.</p> <p>I de situationer som anges ovan, kommer det "förtida inlösenbeloppet" som förfaller till betalning vid sådan förtida inlösen av Obligationerna vara ett belopp som fastställs av Beräkningsagenten så som representerande det rimliga marknadsvärdet för varje beräkningsbelopp av Obligationerna på en dag som väljs av Emittenten (i en situation med förtida inlösen pga. en olaglighet, med bortseende från den relevanta olagligheten), men justerat (med undantag för vid en förtida inlösen pga. en uppsägningsgrundande händelse) för att beakta förluster, utgifter och kostnader som Emittenten och/eller dess närstående ådrar sig vid upplösande av hedningsarrangemang och finansieringsarrangemang avseende Obligationerna, med förbehåll för att när det rimliga marknadsvärdet för varje beräkningsbelopp av Obligationerna ska fastställas efter en uppsägningsgrundande händelse, så ska inte de finansiella förhållandena för Emittenten beaktas och Emittenten ska förutsättas kunna utföra sina åtaganden till fullo avseende Obligationerna.</p> <p>Inlösen vid förfall</p> <p>Såvida inte dessförinnan inlösta eller köpta och annullerade, kommer Obligationerna att lösas in till dessas Slutliga Inlösenbelopp på Förfallodagen.</p> <p>Förfallodagen är 10 juli 2018.</p> |
| | | <p>Inlösenbeloppet relaterat till Referensfaktor ska vara "Inlösenbeloppet (Köption)" fastställt utifrån följande formel:</p> $\text{RKB} + \text{Referensfaktorbeloppet}$ <p>Beträffande det ovanstående:</p> <p>"Referensfaktorbeloppet" betyder ett belopp fastställt utifrån följande formel:</p> |

| | | |
|--|--|---|
| | | <p>BB x Max [Utvecklingsgolv, (DG x Utveckling (Köpooption))] x VKO</p> <p>Där:</p> <p>“Utveckling (Köpooption)” betyder summan av de viktade Utvecklingarna för var och en av Referensfaktorerna MINUS 100%</p> <p>“Valutakurskonvertering avseende Option”: Inte tillämpligt, VKO = 1</p> <p>“Valutakurskonvertering avseende Kapitalbelopp”: Ej tillämpligt, VKK = 1</p> <p>“Utveckling” betyder, avseende en Referensfaktor och den angivna slutliga genomsnittsdagarna, genomsnittlig kurs för sådan Referensfaktor på sådana angivna slutliga genomsnittsdagar DIVIDERAT MED den initiala referenskursen för sådan Referenttillgång på den initiala värderingsdagen, uttryckt som ett procenttal</p> <p>“Relevant Kapitalbelopp” (“RKB”) betyder BB.</p> <p>“Utvecklingsgolv” = Noll</p> <p>“DG” = Indikativt 135 % (som lägst 120 %)</p> <p>“Startkurs” = 100%</p> |
| | | <p>Värdering</p> <p>“initial värderingsdag” = 26 juni 2015 (med förbehåll för senareläggning)</p> <p>“slutliga genomsnittsdagar” = 26 juni 2017, 26 juli 2017, 26 augusti 2017, 26 september 2017, 26 oktober 2017, 26 november 2017, 26 december 2017, 26 januari 2018, 26 februari 2018, 26 mars 2018, 26 april 2018, 26 maj 2018 och 26 juni 2018 (med förbehåll för senareläggning)</p> <p>Avbrottsdagar, Marknadsavbrottshändelser och Justeringar</p> <p>Villkoren för Obligationerna innehåller bestämmelser, beroende på vad som är tillämpligt, som rör händelser som påverkar Referensfaktor(erna), modifiering eller avslutande av Referensfaktor(erna) och marknadsstörningsbestämmelser och bestämmelser avseende senare korrigeringar av nivån för Referensfaktor(erna) och närmare uppgifter om konsekvenserna av sådana händelser. Sådana bestämmelser kan ge Emittenten</p> |

| | | rätt eller föreskriva att beräkningsagenten ska fastställa vilka justeringar som ska göras efter inträffandet av den relevanta händelsen (vilket kan inkludera senareläggning av varje värdering eller betalning som ska göras eller utbyte till en ersättande referensfaktor) eller att annullera Obligationerna och betala ett belopp lika med det förtida inlösenbeloppet enligt vad som anges i C.16 ovan. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|---|-----------------------------------|----------------|-----------|------|------------|---------------------------|---------------|-----|--------------|---------------------------|---------------|-----|---------------------|---------------------------|---------------|-----|-------------------|---------------------------|----------------|-----|------------------|---------------------------|---------------|-----|-------------------------|---------------------------|---------------|-----|---------|---------------------------|---------------|-----|------------|---------------------------|---------------|-----|-------------|---------------------------|----------------|-----|---------------------------|---------------------------|----------------|-----|
| C.19 | Utövandekurs/ slutlig referenskurs | Se Punkt C.18 ovan. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| C.20 | Underliggande | Referensfaktorerna är varje Referensfaktor angiven under rubriken "Beskrivning av Referensfaktorerna" i Tabellen nedan, som är den typ av Referensfaktor angiven under rubriken "Klassificering" i Tabellen nedan. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | <table border="1"> <thead> <tr> <th>Beskrivning av Referensfaktorerna</th> <th>Klassificering</th> <th>Webbplats</th> <th>Vikt</th> </tr> </thead> <tbody> <tr> <td>Allianz SE</td> <td>Aktierelaterat värdepaper</td> <td>ALV GY Equity</td> <td>10%</td> </tr> <tr> <td>Centrica PLC</td> <td>Aktierelaterat värdepaper</td> <td>CNA LN Equity</td> <td>10%</td> </tr> <tr> <td>GlaxoSmithKline PLC</td> <td>Aktierelaterat värdepaper</td> <td>GSK LN Equity</td> <td>10%</td> </tr> <tr> <td>HSBC Holdings PLC</td> <td>Aktierelaterat värdepaper</td> <td>HSBA LN Equity</td> <td>10%</td> </tr> <tr> <td>Roche Holding AG</td> <td>Aktierelaterat värdepaper</td> <td>ROG VX Equity</td> <td>10%</td> </tr> <tr> <td>DEUTSCHE TELEKOM AG-REG</td> <td>Aktierelaterat värdepaper</td> <td>DTE GY Equity</td> <td>10%</td> </tr> <tr> <td>SCOR SE</td> <td>Aktierelaterat värdepaper</td> <td>SCR FP Equity</td> <td>10%</td> </tr> <tr> <td>Eni S.p.A.</td> <td>Aktierelaterat värdepaper</td> <td>ENI IM Equity</td> <td>10%</td> </tr> <tr> <td>Swisscom AG</td> <td>Aktierelaterat värdepaper</td> <td>SCMN VX Equity</td> <td>10%</td> </tr> <tr> <td>Zurich Insurance Group AG</td> <td>Aktierelaterat värdepaper</td> <td>ZURN VX Equity</td> <td>10%</td> </tr> </tbody> </table> | Beskrivning av Referensfaktorerna | Klassificering | Webbplats | Vikt | Allianz SE | Aktierelaterat värdepaper | ALV GY Equity | 10% | Centrica PLC | Aktierelaterat värdepaper | CNA LN Equity | 10% | GlaxoSmithKline PLC | Aktierelaterat värdepaper | GSK LN Equity | 10% | HSBC Holdings PLC | Aktierelaterat värdepaper | HSBA LN Equity | 10% | Roche Holding AG | Aktierelaterat värdepaper | ROG VX Equity | 10% | DEUTSCHE TELEKOM AG-REG | Aktierelaterat värdepaper | DTE GY Equity | 10% | SCOR SE | Aktierelaterat värdepaper | SCR FP Equity | 10% | Eni S.p.A. | Aktierelaterat värdepaper | ENI IM Equity | 10% | Swisscom AG | Aktierelaterat värdepaper | SCMN VX Equity | 10% | Zurich Insurance Group AG | Aktierelaterat värdepaper | ZURN VX Equity | 10% |
| | | Beskrivning av Referensfaktorerna | Klassificering | Webbplats | Vikt | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Allianz SE | Aktierelaterat värdepaper | ALV GY Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Centrica PLC | Aktierelaterat värdepaper | CNA LN Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | GlaxoSmithKline PLC | Aktierelaterat värdepaper | GSK LN Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | HSBC Holdings PLC | Aktierelaterat värdepaper | HSBA LN Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Roche Holding AG | Aktierelaterat värdepaper | ROG VX Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | DEUTSCHE TELEKOM AG-REG | Aktierelaterat värdepaper | DTE GY Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | SCOR SE | Aktierelaterat värdepaper | SCR FP Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Eni S.p.A. | Aktierelaterat värdepaper | ENI IM Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Swisscom AG | Aktierelaterat värdepaper | SCMN VX Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Zurich Insurance Group AG | Aktierelaterat värdepaper | ZURN VX Equity | 10% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Information avseende Referensfaktorerna finns tillgänglig från internationellt erkända offentliggjorda eller elektroniskt visade källor såsom Bloomberg och varje webbplats för Referensfaktorerna kan erhållas från den webbplats som anges under rubriken "Webbplatser" för sådana Referensfaktor i Tabellen ovan. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Avsnitt D – Risker

| Punkt | Rubrik | |
|-------|--|---|
| D.2 | Huvudsakliga risker förknippade med Emittenten | <p>Vid köp av Obligationer ikläder sig investerare risken förknippad med att Emittenten kan bli insolvent eller av annan anledning oförmögen att göra alla betalning som förfaller under Obligationerna. Det finns ett brett spektrum av faktorer som, var för sig eller tillsammans, kan resultera i att Emittenten inte kan fullgöra sina betalningsförpliktelser under Obligationerna. Det är inte möjligt att identifiera all sådana faktorer eller att fastställa vilka faktorer som är mest troliga att inträffa, eftersom Emittenten kan vara omedveten om alla relevanta faktorer och vissa faktorer som Emittenten för närvarande bedömer som inte väsentliga, kan bli väsentliga på grund av inträffandet av händelser som ligger utom Emittentens kontroll. Emittenten har i detta Grundprospekt identifierat ett antal faktorer som kan väsentligt negativt påverka dess verksamhet och förmåga att erlægga betalning avseende Obligationerna. Dessa faktorer inkluderar:</p> <ul style="list-style-type: none"> • Koncernen är exponerad mot ett antal risker, vilka kan kategoriseras som kreditrisk, marknadsrisk, likviditetsrisk, operationell risk, försäkringsrisk och pensionsrisk; • Näringsrättsliga förändringar kan väsentligt påverka Emittentens verksamhet; • Emittenten kommer att möta ökade kapital- och likviditetskrav som en följd av det nya regelverket som implementerar, bland annat, Baselkommittén för Banktillsyns förslag som inför hårdare kapital- och likviditetskrav för banker i EU; • Implementeringen av direktiv om inrättande av en ram för återhämtning och resolution av kreditinstitut och värdepappersföretag eller åtgärder vidtagna enligt detta direktiv kan betydande påverka värdet på Obligationerna; • Koncernen kan bli tvungen att betala ytterligare belopp insättningsgarantiplaner och liknande fonder; och • Koncernen kan påverkas av allmänna ekonomiska och geopolitiska förhållanden, vilket kan resultera i uteblivna vinster eller ökade förluster inom Koncernens verksamhet. |
| D.6 | Nyckelinformation om huvudsakliga risker förknippade med Obligationerna | <p><i>Emittenten anser att faktorerna sammanfattade nedan representerar de huvudsakliga riskerna förknippade med att investera i Obligationerna, men Emittenten kan vara oförmögen att erlægga belopp avseende Obligationerna av andra skäl som inte behöver anses vara väsentliga av Emittenten på basis an den information som Emittenten för närvarande har tillgänglig eller som den för närvarande inte kan förutse.</i></p> |
| | | <p>Obligationerna kan vara förknippade med en hög grad av risk. Det finns</p> |

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| | <p>vissa faktorer som är väsentliga för att kunna bedöma marknadsriskerna förknippade med att investera i Obligationerna, vilka inkluderar, utan begränsning, det följande: en aktiv andrahandsmarknad avseende Obligationerna kan komma att inte uppstå eller så kan den vara illikvid och detta kan ha en negativ påverkan värdet för vilket en investerare kan sälja sina Obligationer, om en investerare innehar Obligationer som inte är denominerade i valutan för investerarens hemland så kommer exponering ske mot förändringar i valutakurserna som negativt kan påverka värdet av innehavet och införandet av valutakontroller kan resultera i att en investerare inte får betalt för sina Obligationer, att marknadsvärdet för Obligationerna kommer att påverkas av ett antal faktorer oberoende av Emittentens kreditvärdighet, kreditvärdighetsbetyg tilldelade Emittenten kanske inte återspeglar alla risker förknippade med en investering i Obligationerna, Obligationerna kanske inte är en lämplig investering för alla investerare, att skatter och avgifter kan komma att behöva betalas av investerare avseende Obligationerna, att det kan förekomma innehållande av källskatt enligt EU:s Sparanddirektiv, innehållande av källskatt enligt amerikansk lagstiftning (U.S. Foreign Account Tax Compliance Act) kan påverka betalningar avseende Obligationerna, innehållande under lagstiftningen om incitament för anställning (Hiring Incentives to Restore Employment Act) kan påverka betalningar för Obligationerna, de föreslagna finansiella transaktionerna kan tillämpas avseende viss handel med Obligationerna, att Villkoren för Obligationerna innehåller bestämmelser som tillåter att detta modifieras utan samtycke av samtliga investerare, att värdet av Obligationer kan påverkas negativt av en förändring i tillämplig rätt eller administrativ praxis, att Emittenten har emitterat säkerställda obligationer och om några relevanta anspråk avseende dessa säkerställda obligationer inte kan mötas ur tillgångsmassan eller likvider resulterande från denna, kommer varje återstående krav att därefter rangordnas lika med Emittentens förpliktelser under Obligationerna.</p> <p>Dessutom, det finns vissa faktorer som är väsentliga när det gäller bedömningen av riskerna avseende strukturen för Obligationerna, vilka inkluderar, bland annat, det följande: om fullgörandet av Emittentens förpliktelser under Obligationerna, blir olagligt, kan Emittenten lösa in Obligationerna.</p> <p>Det finns vissa ytterligare risker förknippade med Obligationer relaterade till Referensfaktorerna: Potentiella investerare i Obligationerna ska vidare vara införstådda med att riskerna med transaktioner som involverar Obligationerna och bör endast fatta ett investeringsbeslut efter noggrant övervägande, tillsammans med sina rådgivare, av lämpligheten av Obligationerna i ljuset av investerarens egna omständigheter, informationen i Grundprospektet och informationen om Referensfaktorerna till vilka värdet för, eller betalningarna avseende Obligationerna är relaterade. Förändringar i värdet och/eller volatiliteten för Referensfaktorerna kan påverka Obligationernas värde. Investerare riskerar att förlora hela sin investering. Investerare kommer inte att ha några</p> |
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| | | <p>anspråk gentemot någon Referensfaktor. Emittentens hedgningsarrangemang kan påverka Obligationernas värde och det kan förekomma intressekonflikter avseende Obligationerna. Marknadsavbrott eller andra justeringshändelser kan inträffa avseende Referensfaktorerna vilket kan resultera i att värderingar och/eller betalningar senareläggs, Obligationerna akan bli föremål för justering (inklusive, utan begränsning till, att den relevanta Referensfaktorn kan bytas ut) eller att Obligationerna löses in i förtid.</p> <p>Obligationerna representerar en investering relaterad till utvecklingen för Referensfaktorerna och potentiella investerare bör notera att avkastningen (om någon) på deras investering i Obligationerna kommer att bero på utvecklingen för Referensfaktorerna.</p> |
| D.6 | Riskvarning | <p>BELOPPET SOM ERLÄGGS VID INLÖSEN AV OBLIGATIONERNA KAN VARA LÄGRE ÄN KAPITALBELOPPET FÖR OBLIGATIONERNA, TILLSAMMANS MED UPPLUPEN RÄNTA (OM NÅGON), OCH KAN UNDER VISSA OMSTÄNDIGHETER VARA NOLL. INVESTERARE KAN FÖRLORA VÄRDET AV DERAS HELA INVESTERING ELLER DEL DÄRAV, BEROENDE PÅ VAD SOM BLIR FALLET.</p> |

Avsnitt E – Erbjudande

| Punkt | Rubrik | |
|--------------|---|---|
| E.2b | Motiv till erbjudandet och användning av likviderna när annat än att göra vinst och/eller hedga vissa risker | <p>Nettolikviderna från varje emission av Obligationer kommer att användas av Emittenten för att möta delar av dess allmänna finansieringsbehov.</p> |
| E.3 | Villkor för erbjudandet | <p>Denna emission av Obligationer erbjuds i ett Icke-Undantaget Erbjudandet i Sverige.</p> <p>Emissionskursen för Obligationerna är 110 procent av dessas kapitalbelopp.</p> |
| E.4 | Intressen väsentliga för emissionen/erbjudandet, inklusive intressekonflikter | <p>Inte tillämpligt – Såvitt Emittenten känner till, har inte någon person som är involverad i emissionen av Obligationerna något intresse som är väsentligt för erbjudandet.</p> |

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| E.7 | Kostnader som debiteras investeraren | Emittenten kommer inte att debitera investerare för kostnader. |
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