

## IMPORTANT NOTICE

*In accessing the attached final terms (the "Final Terms") you agree to be bound by the following terms and conditions.*

The information contained in the Final Terms may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Final Terms and/or in the Base Prospectus (as defined in the Final Terms) and is not intended for use and should not be relied upon by any person outside those countries and/or to whom the offer contained in the Final Terms is not addressed. **Prior to relying on the information contained in the Final Terms, you must ascertain from the Final Terms and/or the Base Prospectus whether or not you are an intended addressee of the information contained therein.**

Neither the Final Terms nor the Base Prospectus constitutes an offer to sell or the solicitation of an offer to buy securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

The securities described in the Final Terms and the Base Prospectus have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold directly or indirectly within the United States or to, or for the account or benefit of, U.S. persons or to persons within the United States of America (as such terms are defined in Regulation S under the Securities Act ("**Regulation S**")). The securities described in the Final Terms will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

## Final Terms dated 3 April 2020

**NORDEA BANK ABP**  
**Legal entity identifier (LEI): 529900ODI3047E2LIV03**  
**Issue of Bull Certificate**  
**under the Programme for the**  
**Issuance of Warrants and Certificates**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (b) below, any offer of Instruments in any Member State of the European Economic Area will be made pursuant to an exemption under the Prospectus Regulation, from the requirement to publish a prospectus for offers of the Instruments. Accordingly any person making or intending to make an offer of the Instruments may only do so:

- (a) in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer; or
- (b) in those Public Offer Jurisdictions mentioned in Paragraph 7 of Part B below, provided such person is one of the persons described in Paragraph 7 of Part B below and which satisfies the conditions set out therein and that such offer is made during the Offer Period specified for such purpose therein.

The Issuer has not authorised, nor does it authorise, the making of any offer of Instruments in any other circumstances. The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129.

The Base Prospectus referred to below is valid until and including 17 December 2020. The succeeding base prospectus relating to the Programme shall be made available for viewing during normal business hours at, and copies may be obtained from, the principal office of the Issuer at Satamaradankatu 5, FI-00020 Nordea, Helsinki and from [www.nordea.com](http://www.nordea.com).

### **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the original base prospectus dated 15 June 2017 and which are incorporated by reference in the base prospectus dated 18 December 2019 and the supplemental base prospectuses dated 14 February 2020 and 24 March 2020 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Instruments described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all relevant information. A summary of the Instruments is annexed to these Final Terms. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and these Final Terms are available for viewing during normal business hours at, and copies may be obtained from, the principal office of the Issuer at Satamaradankatu 5, FI-00020 Nordea, Helsinki, Finland and from [www.nordea.com](http://www.nordea.com).

#### **I. GENERAL TERMS**

1.

- |       |                         |                |
|-------|-------------------------|----------------|
| (i)   | Instrument Type:        | Certificate    |
| (ii)  | Type of Warrant:        | Not Applicable |
| (iii) | Type of Market Warrant: | Not Applicable |
| (iv)  | Type of Turbo Warrant:  | Not Applicable |

|     |       |                                                      |                                                                                                                                                |
|-----|-------|------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
|     | (v)   | Type of Mini Future/<br>Unlimited Turbo:             | Not Applicable                                                                                                                                 |
|     | (vi)  | Type of Certificate:                                 | Bull Certificate                                                                                                                               |
| 2.  | (i)   | Series Number:                                       | 2017: 44 SE                                                                                                                                    |
|     | (ii)  | Tranche Number:                                      | 1                                                                                                                                              |
|     | (iii) | Date on which the<br>Instruments become<br>fungible: | Not Applicable                                                                                                                                 |
| 3.  |       | Currency:                                            | SEK                                                                                                                                            |
| 4.  |       | Number of Instruments                                |                                                                                                                                                |
|     | (i)   | Series:                                              | As set out in the table in Part B of these Final Terms                                                                                         |
|     | (ii)  | Tranche:                                             | As set out in the table in Part B of these Final Terms                                                                                         |
| 5.  |       | Issue Price:                                         | SEK 20 per Instrument                                                                                                                          |
| 6.  |       | Issue Date:                                          | 28 November 2017                                                                                                                               |
| 7.  |       | Settlement Date:                                     | No later than 10 Business Days after the<br>Expiration Date or, if earlier, the occurrence<br>of an Early Expiration Event or Stop Loss Event. |
| 8.  |       | Business Day Convention:                             | Following Business Day Convention<br>unadjusted                                                                                                |
| 9.  |       | Exchange Business Day Convention:                    | Following Business Day Convention                                                                                                              |
| 10. |       | Scheduled Trading Day:                               | As specified in the Conditions                                                                                                                 |

## **II. PROVISIONS RELATING TO INTEREST OR YIELD NOT APPLICABLE**

Items 11 to 60 have been intentionally omitted

## **III. PROVISIONS RELATING TO SETTLEMENT**

|     |                                                    |                                                             |
|-----|----------------------------------------------------|-------------------------------------------------------------|
| 61. | Expiration Date:                                   | Expiration Date Determination                               |
| 62. | Number of Expiration Date<br>Business Days:        | 5                                                           |
| 63. | Initial Price:                                     | SEK 20                                                      |
| 64. | Initial Price Determination<br>Period:             | Not Applicable                                              |
| 65. | Initial Price Determination<br>Date(s):            | Not Applicable                                              |
| 66. | Closing Price:                                     | The Reference Price on the Closing Price Determination Date |
| 67. | Closing Price Determination<br>Date(s):            | Closing Date Determination                                  |
| 68. | Closing Price following Early<br>Expiration Event: | Condition 6(d) is Not Applicable                            |
| 69. | Closing Price following Stop<br>Loss Event:        | Condition 6(i) is Not Applicable                            |

|     |                                                        |                                                                                                                  |
|-----|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 70. | Number of Closing Date Business Days:                  | 5                                                                                                                |
| 71. | Strike Price:                                          | Not Applicable                                                                                                   |
| 72. | Strike Price Determination Period:                     | Not Applicable                                                                                                   |
| 73. | Strike Price Determination Date(s):                    | Not Applicable                                                                                                   |
| 74. | Financing Level:                                       | Not Applicable                                                                                                   |
| 75. | Financing Level Calculation Date:                      | Not Applicable                                                                                                   |
| 76. | Redemption Price:                                      | Not Applicable                                                                                                   |
| 77. | Base Rate:                                             | LIBOR                                                                                                            |
|     | • Base Rate Floor:                                     | Not Applicable                                                                                                   |
| 78. | Reuter's Relevant Screen Page:                         | LIBOR01=                                                                                                         |
| 79. | Base Rate Margin:                                      | As specified in the table in Part B of these Final Terms                                                         |
| 80. | Day Calculation Method                                 | Actual/365 (Fixed)                                                                                               |
| 81. | Redemption Price Start:                                | Not Applicable                                                                                                   |
| 82. | Reference Price Determination Method:                  | Valuation Time                                                                                                   |
| 83. | Reference Price:                                       | As determined in accordance with paragraph (i) of the definition of "Reference Price"                            |
| 84. | Reference Price Determination Date(s):                 | Not Applicable                                                                                                   |
| 85. | Reference Price Determination Period:                  | Not Applicable                                                                                                   |
| 86. | Valuation Date:                                        | Each Scheduled Trading Day during the term of the Instrument                                                     |
| 87. | Valuation Time:                                        | 20:00 CET                                                                                                        |
| 88. | Multiplier:                                            | Not Applicable                                                                                                   |
| 89. | Underlying Amount:                                     | Not Applicable                                                                                                   |
| 90. | Participation Rate:                                    | Not Applicable                                                                                                   |
| 91. | Leverage Factor:                                       | As specified in the table in Part B of these Final Terms                                                         |
| 92. | Early Expiration Event:                                | Applicable                                                                                                       |
| 93. | Nordnet Termination Event:                             | Not Applicable                                                                                                   |
| 94. | Commencement of observation of Early Expiration Event: | Listing Date                                                                                                     |
| 95. | Number of Trading Hours:                               | Not Applicable                                                                                                   |
| 96. | Initial Translation Rate:                              | The Translation Rate on the Scheduled Trading Day prior to the Listing Date which is not a Disrupted Trading Day |
| 97. | Translation Rate:                                      | Applicable                                                                                                       |
|     | • Cross Rate:                                          | Not Applicable                                                                                                   |
|     | • Crossing Currency:                                   | Not Applicable                                                                                                   |
| 98. | Exchange Rate Reference Source:                        | Thomson Reuters                                                                                                  |
| 99. | Exchange Rate Reference Time:                          | 18:00 CET                                                                                                        |

|      |                                       |                                                                                                                                                                          |
|------|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 100. | Settlement Amount Cap:                | Not Applicable                                                                                                                                                           |
| 101. | Settlement Amount Floor:              | Not Applicable                                                                                                                                                           |
| 102. | Dividend Coupon:                      | Not Applicable                                                                                                                                                           |
| 103. | Dividend Coupon Date(s):              | Not Applicable                                                                                                                                                           |
| 104. | Dividend Reinvestment:                | Not Applicable                                                                                                                                                           |
| 105. | Dividend Reinvestment Date(s):        | Not Applicable                                                                                                                                                           |
| 106. | Material Price Movement:              | Not Applicable                                                                                                                                                           |
| 107. | Material Price Percentage:            | Not Applicable                                                                                                                                                           |
| 108. | Max Level:                            | Not Applicable                                                                                                                                                           |
| 109. | Barrier Level(s):                     | As specified in the table in Part B of these Final Terms                                                                                                                 |
| 110. | Determination Date(s):                | Not Applicable                                                                                                                                                           |
| 111. | Barrier Reference Price:              | All of the most recent transaction prices during continuous trading listed on a Reference Source, commencing on the Listing Date up to and including the Expiration Date |
| 112. | Observation Day for Barrier Level(s): | Continuous Observation                                                                                                                                                   |
|      | (i) Observation Start Date:           | Listing Date                                                                                                                                                             |
|      | (ii) Observation End Date:            | Expiration Date                                                                                                                                                          |
| 113. | Administration Fee:                   | 0.49%                                                                                                                                                                    |
| 114. | Maximum Administration Fee:           | Not Applicable                                                                                                                                                           |
| 115. | Initial Accumulated Value:            | The Initial Price                                                                                                                                                        |
| 116. | Accumulated Value Calculation Day:    | Each Scheduled Trading Day during the Accumulated Value Calculation Period                                                                                               |
| 117. | Stop Loss Event:                      | Not Applicable                                                                                                                                                           |
| 118. | Stop Loss Level:                      | Not Applicable                                                                                                                                                           |
| 119. | Stop Loss Reference Price:            | Not Applicable                                                                                                                                                           |
| 120. | Stop Loss Rollover Date(s):           | Not Applicable                                                                                                                                                           |
| 121. | Stop Loss Buffer:                     | Not Applicable                                                                                                                                                           |
|      | • Maximum Stop Loss Buffer:           | Not Applicable                                                                                                                                                           |
| 122. | Stop Loss Observation Period:         | Not Applicable                                                                                                                                                           |

#### **IV. EARLY REDEMPTION**

#### **APPLICABLE**

|      |                                     |                                                                                                                                           |
|------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| 123. | Application for Redemption:         | Applicable                                                                                                                                |
| 124. | Redemption Date(s):                 | The third Friday in March, June, September and December each year or, if such day is not a Business Day, the next following Business Day. |
| 125. | Number of Redemption Business Days: | 5                                                                                                                                         |
| 126. | Redemption Fee:                     | 2.00 per cent. of the Settlement Amount                                                                                                   |

- |      |                            |                              |
|------|----------------------------|------------------------------|
| 127. | Specific Early Redemption: | Not Applicable               |
| 128. | Redemption Price:          | As set out in the Conditions |

**V. PROVISIONS APPLICABLE TO DISRUPTION, ADJUSTMENTS AND OTHER EXTRAORDINARY EVENTS**

- |      |                                                                     |                              |
|------|---------------------------------------------------------------------|------------------------------|
| 129. | Change in Law:                                                      | As set out in the Conditions |
| 130. | Increased Costs of Hedging:                                         | As set out in the Conditions |
| 131. | Hedging Disruption:                                                 | As set out in the Conditions |
| 132. | Market Disruption:                                                  | As set out in the Conditions |
| 133. | Commodity Disruption:                                               | As set out in the Conditions |
| 134. | Currency Disruption:                                                | As set out in the Conditions |
|      | <ul style="list-style-type: none"> <li>• Minimum Amount:</li> </ul> | Not Applicable               |
| 135. | Fund Event:                                                         | As set out in the Conditions |
| 136. | Changed Calculation:                                                | As set out in the Conditions |
| 137. | Corrections:                                                        | As set out in the Conditions |
| 138. | Correction Commodity:                                               | As set out in the Conditions |
| 139. | Correction Currency:                                                | As set out in the Conditions |
| 140. | Extraordinary Events:                                               | As set out in the Conditions |
| 141. | Interest Rate Fallback:                                             | As set out in the Conditions |

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

- |      |                      |                                                                                                                                                                                                                                                                                                                                               |
|------|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 142. | Form of Instruments: | <p>Swedish Instruments</p> <p>The Instruments are Swedish Instruments in uncertificated and dematerialised book entry form.</p>                                                                                                                                                                                                               |
| 143. | Calculation Agent:   | Nordea Bank Abp                                                                                                                                                                                                                                                                                                                               |
| 144. | Relevant Benchmark:  | <p>LIBOR is provided by ICE Benchmark Administration Limited.</p> <p>As at the date hereof, ICE Benchmark Administration Limited appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011, as amended.</p> |
| 145. | Governing Law:       | Swedish Law                                                                                                                                                                                                                                                                                                                                   |

**PURPOSE OF FINAL TERMS**

These the Final Terms comprise the final terms required for the issue of the Instruments described herein pursuant to the Programme for the Issuance of Warrants and Certificates of Nordea Bank Abp.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these the Final Terms.

Signed on behalf of Nordea Bank Abp:

By:



Mats Alriksson



Darko Blazevic

Duly authorised

## PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING** Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to the official list and to trading on the Nasdaq First North Sweden with effect from the Issue Date.

Listing Date: The Issue Date

Listing Currency: SEK

Trading Lot: One (1) Certificate constitutes one (1) Trading Lot

2. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to Authorised Offerors or other third party distributors (if any) in connection with the distribution of the Instruments, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

3. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- (i) Reasons for the offer: The net proceeds of the issue of the Instruments will be used for the general banking and other corporate purposes of the Issuer and the Nordea Group.
- (ii) Estimated net proceeds: The net proceeds will be determined on the basis of the number of Instruments sold during the Offer Period multiplied by the relevant Offer Price, net of any applicable fees and expenses.

4. **INITIAL PRICE**

| Instrument Trading Code/ ISIN    | Initial Price |
|----------------------------------|---------------|
| BULL OLJA X10 N<br>/SE0010628107 | 20 SEK        |
| BULL KPR X10 N<br>/SE0010627935  | 20 SEK        |
| BULL KPR X1 N<br>/SE0010627893   | 20 SEK        |
| BULL OLJA X8 N<br>/SE0010628099  | 20 SEK        |
| BULL KPR X8 N<br>/SE0010627927   | 20 SEK        |
| BULL KPR X5 N<br>/SE0010627919   | 20 SEK        |
| BULL KPR X3 N<br>/SE0010627901   | 20 SEK        |
| BULL OLJA X12 N<br>/SE0010628115 | 20 SEK        |



## 5. PERFORMANCE INFORMATION CONCERNING THE UNDERLYING ASSET(S)

| Instrument Trading Code/ISIN    | Underlying Asset(s) / Issuer         | Underlying Asset ISIN | Number of Instruments | Barrier level | Multiplier | Leverage Factor | Base Rate Margin | Reference Price and Currency | Reference Source                                     |
|---------------------------------|--------------------------------------|-----------------------|-----------------------|---------------|------------|-----------------|------------------|------------------------------|------------------------------------------------------|
| BULL OLJA X10 N / SE0010628 107 | ICE Brent Crude oil futures contract | Not Applicable        | 2,400,000             | 90%           | 1/1        | 10.00           | 14.00%           | USD                          | ICE Futures Europe                                   |
| BULL KPR X10 N / SE0010627 935  | Copper futures                       | Not Applicable        | 2,400,000             | 90%           | 1/1        | 10.00           | 14.00%           | USD                          | CME Globex, CME Clearport and Open outcry (New York) |
| BULL KPR X1 N / SE0010627 893   | Copper futures                       | Not Applicable        | 2,400,000             | 0%            | 1/1        | 1.00            | 0.50%            | USD                          | CME Globex, CME Clearport and Open outcry (New York) |
| BULL OLJA X8 N / SE0010628 099  | ICE Brent Crude oil futures contract | Not Applicable        | 2,400,000             | 87.5%         | 1/1        | 8.00            | 11.00%           | USD                          | ICE Futures Europe                                   |
| BULL KPR X8 N / SE0010627 927   | Copper futures                       | Not Applicable        | 2,400,000             | 87.5%         | 1/1        | 8.00            | 11.00%           | USD                          | CME Globex, CME Clearport and Open outcry (New York) |
| BULL KPR X5 N / SE0010627 919   | Copper futures                       | Not Applicable        | 2,400,000             | 80%           | 1/1        | 5.00            | 4.50%            | USD                          | CME Globex, CME Clearport and Open outcry (New York) |
| BULL KPR X3 N / SE0010627 901   | Copper futures                       | Not Applicable        | 2,400,000             | 66.7%         | 1/1        | 3.00            | 1.50%            | USD                          | CME Globex, CME Clearport and Open outcry (New York) |
| BULL OLJA X12 N / SE0010628 115 | ICE Brent Crude oil futures contract | Not Applicable        | 2,400,000             | 91.7%         | 1/1        | 12.00           | 17.00%           | USD                          | ICE Futures Europe                                   |

The Issuer does not intend to provide post-issuance information.

The information below comprises extracts from, or summaries of, information which is in the public domain. The Issuer assumes responsibility for the information being correctly reproduced. However, the Issuer has not conducted any independent verification of the information and assumes no liability for the information being correct.

**Underlying Asset is a futures contract:**

|                                        |                                                                                                                                                                                                                     |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Underlying Asset's designation:</b> | <b>ICE Brent Crude oil futures contract</b>                                                                                                                                                                         |
| Description:                           | Futures contract on Brent Crude listed on the ICE are contracts for delivery EFP (Exchange of Futures for Physical) with possibility for cash settlement.                                                           |
| Historical rate/Rate diagram:          | Not Applicable                                                                                                                                                                                                      |
| Rolling of Futures Contracts:          | Applicable                                                                                                                                                                                                          |
| Roll Date(s):                          | Any day from and including the fifth (5) Scheduled Trading Day prior to expiration of the relevant futures contract                                                                                                 |
| Additional Information:                | Additional information regarding the Underlying Asset is available on<br><br><a href="http://www.theice.com/productguide/ProductSpec.shtml?specId=219">www.theice.com/productguide/ProductSpec.shtml?specId=219</a> |

|                                        |                                                                                                                                     |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| <b>Underlying Asset's designation:</b> | <b>Copper futures</b>                                                                                                               |
| Description:                           |                                                                                                                                     |
| Historical rate/Rate diagram:          | Not Applicable                                                                                                                      |
| Rolling of Futures Contracts:          | Applicable                                                                                                                          |
| Roll Date(s):                          | Any day from and including the fifth Scheduled Trading Day in the month prior to expiration of the relevant futures contract.       |
| Additional Information:                | Additional information regarding the Underlying Asset is available on<br><br><a href="http://www.cmegroup.com">www.cmegroup.com</a> |

**6. OPERATIONAL INFORMATION**

|                     |                                 |
|---------------------|---------------------------------|
| ISIN Code:          | As specified in the table above |
| Common Code:        | Not Applicable                  |
| Clearing system(s): | Euroclear Sweden                |

Name and address of additional  
Paying Agent: Not applicable

Market Maker: Nordea

## 7. DISTRIBUTION

Public Offer: The Issuer consents to the use of the Base Prospectus in connection with a Public Offer of the Instruments during the period from and including the date of these Final Terms to and including the Expiration Date (the "**Offer Period**") in Sweden ("**Public Offer Jurisdictions**"), but does not consent to the use of the Base Prospectus by any person other than the Issuer.

Prohibition of Sales to EEA Retail  
Investors: Not Applicable

Offer Price: Not Applicable. The Instruments will initially be created and held by the Issuer for its own account, in order that they are available for resale to prospective investors from time to time. The Instruments will be offered for purchase over the relevant securities exchange at the price that is the official price quoted on the securities exchange from time to time.

Expenses included in the Offer Price: Not Applicable

Conditions to which the offer is  
subject: Not Applicable

Description of the application  
process: Prospective investors should purchase Instruments through an intermediary that is a direct or indirect member of the relevant securities exchange where the Instruments are admitted to trading.

Description of possibility to reduce  
subscriptions and manner for  
refunding excess amount paid by  
applicants: Not Applicable. Instruments will be offered for purchase over the relevant securities exchange and there will be no offer for subscription.

Details of the minimum and/or  
maximum amount of application: Not Applicable

Details of the method and time limits  
for paying up and delivering the  
Instruments: Not Applicable. Purchases of Instruments will be settled in accordance with the standard procedures of the relevant settlement system.

Manner in and date on which results  
of the offer are to be made public: Not Applicable. Instruments will be made available for sale on a continuing basis and therefore may be purchased at any time throughout their life and at a variety of different prices depending on prevailing market conditions at the time of purchase.

Procedure for exercise of any right of  
pre-emption, negotiability of  
subscription rights and treatment of  
subscription rights not exercised: Not Applicable

Categories of potential investors to  
which the Instruments are offered and  
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. Instruments will be offered for purchase over the relevant securities exchange and therefore the Issuer will not provide notification of allotments. |
|-----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                       |                |
|---------------------------------------------------------------------------------------|----------------|
| 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 Authorised Offerors in the various countries where the offer takes place. | None |
|----------------------------------------------------------------------------------------------------------------------------------------------|------|

#### **U.S. FEDERAL INCOME TAX CONSIDERATIONS**

The Instruments are not subject to U.S. federal withholding tax under Section 871(m) of the Internal Revenue Code of 1986, as amended.

**ANNEX TO THE FINAL TERMS – SUMMARY OF THE ISSUE**

**PROSPECTUS SUMMARY: BULL CERTIFICATE - 2017: 44 SE ISSUED BY NORDEA BANK ABP**  
**UNDER ITS PROGRAMME FOR THE ISSUANCE OF**  
**WARRANTS AND CERTIFICATES**

**1. Introduction and Warnings**

- (a) The names and ISINs of the securities to be issued pursuant to these Final Terms are set out in the table below:

| <b><u>Title of Instruments</u></b> | <b><u>ISIN</u></b> |
|------------------------------------|--------------------|
| BULL OLJA X10 N                    | SE0010628107       |
| BULL KPR X10 N                     | SE0010627935       |
| BULL KPR X1 N                      | SE0010627893       |
| BULL OLJA X8 N                     | SE0010628099       |
| BULL KPR X8 N                      | SE0010627927       |
| BULL KPR X5 N                      | SE0010627919       |
| BULL KPR X3 N                      | SE0010627901       |
| BULL OLJA X12 N                    | SE0010628115       |

- (b) The Issuer is Nordea Bank Abp and the Issuer's legal entity identifier is 529900OD13047E2L1V03. The Issuer's address is Satamaradankatu 5 FI-00020 Nordea, Helsinki, Finland.
- (c) The Issuer is the Offeror and the person applying for admission of the Instruments to trading on Nasdaq First North Sweden.
- (d) The competent authority approving the Base Prospectus for the Programme and the Instruments is the Central Bank of Ireland, whose address is at New Wapping Street, North Wall Quay, Dublin 1, Ireland.
- (e) The Base Prospectus was approved on 18 December 2019.

**Warning to Investors:**

*This summary should be read as an introduction to the Base Prospectus; any decision to invest in the securities should be based on a consideration of the Base Prospectus as a whole by the investor; the investor could lose all or part of the invested capital; where a claim relating to the information contained in a Base Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated; civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Base Prospectus, or where it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.*

*You are about to purchase a product that is not simple and may be difficult to understand.*

## 2. Key Information on the Issuer

*Who is the Issuer of the Securities?*

- (a) The Issuer, Nordea Bank Abp, is a public limited liability company organised under the laws of Finland. Nordea Bank Abp, was registered with the Finnish Trade Register on 27 September 2017. The Issuer's legal entity identifier is 529900OD13047E2L1V03
- (b) According to Article 2 of Nordea Bank Abp's articles of association, as a commercial bank Nordea Bank Abp engages in business activities that are permitted to a deposit bank pursuant to the Finnish Act on Credit Institutions. Nordea Bank Abp provides investment services and performs investment activities pursuant to the Finnish Act on Investment Services. Further, in its capacity as parent company, Nordea Bank Abp attends to and is responsible for overall functions in the Nordea Group, such as management, supervision, risk management and staff functions
- (c) The following table sets forth information relating to the Issuer's five largest shareholders as of 31 October 2019:

|                     | <b>Number<br/>of shares<br/>(million)</b> | <b>Per cent<br/>of shares<br/>and<br/>votes<sup>(1)</sup></b> |
|---------------------|-------------------------------------------|---------------------------------------------------------------|
| Sampo Plc.....      | 804.9                                     | 19.9                                                          |
| Nordea Fonden ..... | 158.2                                     | 3.9                                                           |
| BlackRock .....     | 114.5                                     | 2.8                                                           |
| Vanguard Funds..... | 101.9                                     | 2.5                                                           |
| Alecta.....         | 98.0                                      | 2.4                                                           |

1) Excluding shares issued for Nordea's long-term incentive programmes.

- (d) The following table sets forth, for each member of the board of directors of the Issuer, his or her year of birth and the year of his or her initial appointment to the board of directors:

|                          | <b>Year of birth</b> | <b>Board<br/>member<br/>since</b> | <b>Position</b> |
|--------------------------|----------------------|-----------------------------------|-----------------|
| Torbjörn Magnusson.....  | 1963                 | 2018                              | Chairman        |
| Kari Jordan.....         | 1956                 | 2019                              | Vice Chairman   |
| Pernille Erenbjerg ..... | 1967                 | 2017                              | Member          |
| Nigel Hinshelwood .....  | 1966                 | 2018                              | Member          |
| Petra van Hoeken.....    | 1961                 | 2019                              | Member          |
| Robin Lawther .....      | 1961                 | 2014                              | Member          |
| John Maltby .....        | 1962                 | 2019                              | Member          |
| Sarah Russell .....      | 1962                 | 2010                              | Member          |
| Birger Steen .....       | 1966                 | 2015                              | Member          |
| Maria Varsellona .....   | 1970                 | 2017                              | Member          |

- (e) The auditors of the Issuer are PricewaterhouseCoopers Oy.

*What is the Key Financial Information Regarding the Issuer?*

**Year ended 31 December**  
**2019**      **2018**      **2017**  
(Unaudited)      (Audited)

(EUR millions)

**Income Statement**

|                                |        |        |        |
|--------------------------------|--------|--------|--------|
| Total operating income.....    | 8,635* | 9,172* | 9,691* |
| Net loan losses.....           | (536)  | (173)  | (369)  |
| Net profit for the period..... | 1,542  | 3,081  | 3,048  |

**Balance Sheet**

|                                   |         |         |         |
|-----------------------------------|---------|---------|---------|
| Total assets.....                 | 554,848 | 551,408 | 581,612 |
| Total liabilities.....            | 523,320 | 518,507 | 548,296 |
| Total equity.....                 | 31,528  | 32,901  | 33,316  |
| Total liabilities and equity..... | 554,848 | 551,408 | 581,612 |

**Cash Flow Statement**

|                                                                                             |         |         |         |
|---------------------------------------------------------------------------------------------|---------|---------|---------|
| Cash flow from operating activities before changes in operating assets and liabilities..... | 6,321   | 4,167   | 6,562   |
| Cash flow from operating activities.....                                                    | (2,532) | 2,631   | 12,274  |
| Cash flow from investing activities.....                                                    | (191)   | 29      | (1,499) |
| Cash flow from financing activities.....                                                    | (2,274) | (2,788) | (2,637) |
| Cash flow for the period.....                                                               | (4,997) | (128)   | 8,138   |
| Change.....                                                                                 | (4,997) | (128)   | 8,138   |

\* Nordea's policy has been to amortise resolution fees and deposit guarantee fees linearly over the year. Starting from 1 January 2019, Nordea has recognised resolution fees at the beginning of the year when the legal obligation to pay arises and presents the related expenses as "other expenses". The change mainly reflects the change in the structure of the resolution fees following the re-domiciliation of the parent company of the Nordea Group from Sweden to Finland. In the unaudited consolidated interim financial statements of the Nordea Group for the twelve months ended and as of 31 December 2019, the years ended 31 December 2018 and 31 December 2017 have been restated accordingly to enhance comparability. The figures marked with an asterisk (\*) have been restated to reflect the changed recognition and presentation of resolution fees.

*What are the Key Risks Specific to the Issuer?*

**Negative economic developments and conditions in the markets in which the Nordea Group operates can adversely affect the Nordea Group's business and results of operations:** the Nordea Group's performance is significantly influenced by the general economic conditions in the Nordic markets (Denmark, Finland, Norway and Sweden). Development of the economic conditions in other markets where the Nordea Group currently operates can also affect the Nordea Group's performance. Adverse economic developments have affected and may continue to affect the Nordea Group's business in a number of ways, including, among others, the income, wealth, liquidity, business and/or financial condition of the Nordea Group's customers, which, in turn, could further reduce the Nordea Group's credit quality and demand for the Nordea Group's financial products and service.

**The Nordea Group is exposed to market price risk:** The Nordea Group's customer-driven trading operations and its treasury operations (where the Nordea Group holds investment and liquidity portfolios for its own account) are the key contributors to market price risk in the Nordea Group. To the extent volatile market conditions persist or recur, the fair value of the Nordea Group's bond, derivative and structured credit portfolios, as well as other classes, could fall more than estimated, and therefore cause the Nordea Group to record write-downs. In addition, because the Nordea Group's trading and investment income depends to a great extent on the performance of financial markets, volatile market conditions could result in a significant decline in the Nordea Group's trading and investment income, or result in a trading loss, which, in turn, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations.

**The Nordea Group is subject to extensive regulation that is subject to change:** Companies active in the financial services industry, including the Nordea Group, operate under an extensive regulatory regime. The Nordea Group is subject to laws and regulations, administrative actions and policies as well as related oversight from the local regulators in each of the jurisdictions in which it has operations. The Nordea Group

is also under the direct supervision and subject to the regulations of the European Central Bank, as a result of the size of its assets. Regulatory developments or any other requirements, restrictions, limitations on the operations of financial institutions and costs involved, or unexpected requirements under, or uncertainty with respect to, the regulatory framework to be applied to the Nordea Group, could have a material adverse effect on the Nordea Group's business, financial condition and results of operations.

**Liquidity risk is inherent in the Nordea Group's operations.** Liquidity risk is the risk that the Nordea Group will be unable to meet its obligations as they fall due or meet its liquidity commitments only at an increased cost. A substantial portion of the Nordea Group's liquidity and funding requirements is met through reliance on customer deposits, as well as ongoing access to wholesale funding markets, including issuance of long-term debt market instruments, such as covered bonds. The volume of these funding sources, in particular long-term funding, may be constrained during periods of liquidity stress. Turbulence in the global financial markets and economy may adversely affect the Nordea Group's liquidity and the willingness of certain counterparties and customers to do business with the Nordea Group, which may result in a material adverse effect on the Nordea Group's business and results of operations.

**Operational risks, including risks in connection with investment advice, may affect the Nordea Group's business.** The Nordea Group's business operations are dependent on the ability to process a large number of complex transactions across different markets in many currencies. The Nordea Group's operations are carried out through a number of entities. Operational losses, including monetary damages, reputational damage, costs, and direct and indirect financial losses and/or write-downs, may result from many different sources. As a part of its banking and asset management activities, the Nordea Group also provides its customers with investment advice, access to internally as well as externally managed funds and serves as custodian of third party funds. In the event of losses incurred by its customers due to investment advice from the Nordea Group, or the misconduct or fraudulent actions of external fund managers, the Nordea Group's customers may seek compensation from the Nordea Group. Although the Nordea Group has implemented risk controls and taken other actions to mitigate exposures and/or losses, there can be no assurances that such procedures will be effective in controlling each of the operational risks faced by the Nordea Group.

### 3. Key Information on the Securities

*What are the Main Features of the Securities?*

| <u>Type and Class of Instruments</u>   | <u>ISIN</u>  | <u>Currency</u> | <u>Number of Instruments</u> | <u>Expiration Date</u> |
|----------------------------------------|--------------|-----------------|------------------------------|------------------------|
| <b>Bull Certificate</b> on commodities | SE0010628107 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010627935 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010627893 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010628099 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010627927 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010627919 | SEK             | 2,400,000                    | Open ended             |
| <b>Bull Certificate</b> on commodities | SE0010627901 | SEK             | 2,400,000                    | Open ended             |



|                                        |              |     |           |            |
|----------------------------------------|--------------|-----|-----------|------------|
| <b>Bull Certificate</b> on commodities | SE0010628115 | SEK | 2,400,000 | Open ended |
|----------------------------------------|--------------|-----|-----------|------------|

- (a) **Bull Certificate:** the return of the Instruments depends on the performance of the underlying asset. The price of the Instruments will be adjusted for dividends in the underlying asset. The performance of the Instruments will be the daily performance of the underlying asset multiplied by the predefined leverage. This means that the price of the Instruments increases when the price of the underlying asset increases, and decreases when the price of the underlying asset decreases. Currency fluctuations will also affect the performance of the investment. If the negative performance, on one single day, multiplied by the leverage is 100 or higher, the Instruments will terminate and all amount invested will be lost.
- (b) By investing in the Instruments, an investor will be assuming the risk that the Issuer will not be able to make payments on the securities in accordance with their terms. On an insolvency of the Issuer, there is a risk that the investors may lose some or all of their investment. The Instruments constitute unsecured and unsubordinated obligations of the Issuer and rank *pari passu* without any preference among themselves and at least *pari passu* with all other outstanding unsecured and unsubordinated obligations of the Issuer, present and future. The Instruments could also be subject to the bail-in power in the event of a resolution of the Issuer under directive 2014/59/EU, as implemented in Finland, and may be written down or converted into other securities (including ordinary shares) if the resolution authority determines that this is necessary in order to restore the viability of the Issuer.
- (c) The Instruments are freely transferable by their terms, although the Base Prospectus summarises certain legal restriction on the offers and sales of Instruments in certain jurisdictions.

*Where will the Securities be Traded?*

Application has been made for the Instruments to be admitted to listing on Nasdaq First North Sweden and to trading on Nasdaq First North Sweden effective as of the Issue Date.

*What are the Key Risks that are Specific to the Securities?*

**Complexity of the product** – The yield structure for the Instruments is sometimes complex and may contain mathematical formulae or relationships which, for an investor, may be difficult to understand and compare with other investment alternatives. It should be noted that the relationship between yield and risk may be difficult to assess.

**Leverage Risks** – due to the structure of the Instruments, the performance of the underlying asset will affect the price of the Instrument and may lead to larger profits or losses on invested capital than if the investment had been made directly in the underlying asset. This is normally expressed by saying that the Instruments have a leverage effect compared with an investment in the underlying asset, i.e. a change in price (both upwards and downwards) of the underlying asset results, in percentage terms, in a greater change in the value of the Instruments. Consequently, the risk associated with an investment in such Instruments is greater than with an investment in the underlying asset. Such Instruments may become worthless.

**There may be no active trading market for the Instruments** - The Instruments will be new securities which may not be widely distributed and/or may be unlisted and, even if listed, may not have an active trading market. The lack of an active trading market may result in reduced liquidity for the Instruments, with the result that the investor may have to hold such Instruments until they are redeemed.

**Performance of the underlying assets** – under the terms of the Instruments, the holders are entitled to yield and payment of any applicable settlement amount, depending on the performance of one or more underlying assets and the applicable yield structure. The performance of the Instruments is affected by the value of the

underlying assets at specific points in time during the term of the Instruments, the intensity of fluctuations in the prices of the underlying assets, expectations regarding future volatility, market interest rates, and expected dividends on the underlying assets. In some circumstances the investor may lose all of their invested amount.

***Automatic early redemption*** – The Instruments may be redeemed automatically prior to their scheduled maturity date if certain conditions are met, typically referred to as a "knock". In some circumstances, this may result in a loss of part, or all, an investor's future coupon or interest payments in respect of the Instruments. Because certain costs and expenses are deducted from the issue price, an early redemption of the Instruments may also result in proportionately higher expenses.

***Currency fluctuations and exchange rates as underlying assets*** – where the underlying asset is an exchange rate, or is listed in a currency other than investor's currency, exchange rate fluctuations may affect the yield on the Instruments. Exchange rates for currencies may be affected by complex political and economic factors, including the relative rate of inflation, the balance of payments between countries, the size of the government budget surplus or deficit, and the monetary, tax and/or trade policies adopted by the relevant currencies' governmental bodies. Currency fluctuations can also affect the value or level of other underlying assets in complex ways. If such currency fluctuations cause the value or level of the underlying assets to vary, the value or level of the Instruments may fall. If the value or level of one or more underlying asset is issued in a currency other than the currency in which the Instrument is issued, investors may be exposed to an increased risk associated with foreign currency exchange rates. Previous exchange rates do not necessarily serve as indications of future exchange rates for foreign currencies.

***Risks relating to market disruption and extraordinary events*** - underlying assets may be affected by disruption to their normal trading markets, or extraordinary events such as delisting, nationalisation, bankruptcy, liquidation or dilutive events affecting the relevant underlying asset. For all Instruments, events such as changes in the law or increased costs for risk management may arise. If so, the Issuer may, at its sole discretion, make any adjustments in the composition of the assets and the calculation of the yield or value of Instruments or replace one underlying asset with another underlying asset, as the Issuer deems necessary.

***Commodities as underlying assets*** – Trading in commodities is speculative and may be extremely volatile as commodity prices are affected by factors that are unpredictable, such as changes in the relationship between supply and demand, weather patterns and government policies. Commodity contracts may also be traded directly between market participants over-the-counter on trading facilities which are subject to minimal or no substantive regulation. This increases the risks relating to the liquidity and price histories of the relevant contracts. Instruments that are linked to commodity future contracts may provide a different return than Instruments linked to the relevant physical commodity, as the price of a futures contract on a commodity will generally be at a premium or at a discount compared with the spot price of the underlying commodity.

***Futures Contracts as underlying assets*** – The price of a futures contract on an underlying asset will generally be at a premium or a discount to the spot price of the relevant asset. This is due to factors such as the need to adjust the spot price of an asset to take account of related expenses, and different methods being used to evaluate the spot price and futures markets. In addition, and depending on the underlying asset, there can be significant differences in the liquidity of the spot and futures markets. Instruments linked directly to the relevant asset may therefore provide a different return than Instruments linked to a futures contract. Investments in futures contracts also involve other risks, such as illiquidity arising from daily trading limits.

Other risks associated with Instruments may relate, inter alia, to changes in interest rates, changes in exchange rates, whether the Issuer is entitled to redeem the Instruments prematurely, the complexity of the financial instruments, fluctuations in relevant indices, other underlying assets or the financial market, and whether repayment is dependent on circumstances other than the credit-worthiness of the Issuer.

#### **4. Key Information on the Offer of Securities to the Public and/or the Admission to Trading on a Regulated Market**

*Under which Conditions and Timetable can I Invest in this Security?*

- (a) A Public Offer of the Instruments will take place in Sweden from and including the Listing Date to and including the Expiration Date (the "**Offer Period**").

The Instruments will initially be created and held by the Issuer for its own account, in order that they are available for resale to prospective investors from time to time. The Instruments will be offered for purchase over the relevant securities exchange at the price that is the official price quoted on the securities exchange from time to time.

- (b) Application has been made for the Instruments to be admitted to listing on Nasdaq First North Sweden and to trading on Nasdaq First North Sweden effective as of Issue Date.
- (d) No expenses are being charged to an investor in the Instruments by the Issuer.

*Who is the Offeror and/or the Person Asking for Admission to Trading?*

The Offeror and the person requesting the admission of the Instruments to trading is the Issuer.

*Why is this Prospectus Summary Being Produced?*

- (a) The Offer is being made to provide funding for the Issuer and offer investors a return linked to the performance of the underlying assets. The net proceeds of the issue of the Instruments will be used for the general banking and other corporate purposes of the Issuer and the Nordea Group.
- (b) The offer of the Instruments is not underwritten.
- (c) Authorised Offerors and other third party distributors may be paid fees in relation to the issue of the Instruments.

Denna sammanfattning är en inofficiell översättning. Investerare skall läsa och ta till sig den engelska versionen av sammanfattningen då denna kan avvika från den svenska översättningen.

**SAMMANFATTNING AV GRUNDPROSPEKT: BULL CERTIFICATE - 2017: 44 SE UTSTÄLLT AV NORDEA BANK ABP I ENLIGHET MED DESS PROGRAM FÖR UTGIVANDE AV WARRANTER OCH CERTIFIKAT**

**1. Introduktion och varningar**

- (a) Namn och ISIN-nummer för värdepapperna som ska utfärdas enligt dessa Slutliga Villkor framgår av tabellen nedan:

| <b><u>Titel på Instrumenten</u></b> | <b><u>ISIN</u></b> |
|-------------------------------------|--------------------|
| BULL OLJA X10 N                     | SE0010628107       |
| BULL KPR X10 N                      | SE0010627935       |
| BULL KPR X1 N                       | SE0010627893       |
| BULL OLJA X8 N                      | SE0010628099       |
| BULL KPR X8 N                       | SE0010627927       |
| BULL KPR X5 N                       | SE0010627919       |
| BULL KPR X3 N                       | SE0010627901       |
| BULL OLJA X12 N                     | SE0010628115       |

- (b) Emittenten är Nordea Bank Abp och Emittentens identifieringskod (LEI-kod) är 529900OD13047E2L1V03. Emittentens adress är Satamaradankatu 5 FI-00020 Nordea, Helsingfors, Finland.
- (c) Emittenten är Säljaren och den som ansöker om upptagande till handel av Instrumenten på Nasdaq First North Sweden.
- (d) Myndigheten med kompetens att godkänna Grundprospektet för Programmet och Instrumenten är Irlands Centralbank, med adressen New Wapping Street, North Wall Quay, Dublin 1, Irland.
- (e) Grundprospektet godkändes den 18 december 2019.

**Varning till Investerare:**

*Denna sammanfattning bör läsas som en introduktion till Grundprospektet; ett beslut att investera i värdepapperna bör fattas av investeraren på grundval av hela Grundprospektet; investeraren kan förlora hela eller delar av det investerade kapitalet; när ett krav hänförligt till informationen i ett Grundprospekt tas upp i domstol kan en kående investerare, enligt nationell rätt, få bära kostnaderna för att översätta Grundprospektet innan den juridiska processen initieras; civilrättsligt ansvar tillfaller endast de personer som lagt fram sammanfattningen, inklusive en översättning av den, men endast när sammanfattningen är missledande, inkorrekt eller inkonsekvent när den läses tillsammans med andra delar av Grundprospektet, eller när den inte, när den läses tillsammans med andra delar av Grundprospektet, ger central information till stöd för investerare som överväger att investera i värdepappren.*

*Du är på väg att köpa en produkt som inte är enkel och kan vara svår att förstå.*

## 2. Central Information om Emittenten

*Vem är Emittenten av Värdepapperna?*

- (b) Emittenten, Nordea Bank Abp, är ett publikt aktiebolag etablerat enligt finsk lag. Nordea Bank Abp registrerades i det finska handelsregistret den 27 september 2017. Emittentens identifieringskod (LEI-kod) är 529900OD13047E2L1V03.
- (c) Enligt artikel 2 i Nordea Bank Abps bolagsordning bedriver Nordea Bank Abp, i egenskap av affärsbank, verksamhet som enligt den finska kreditinstitutslagen är tillåten för en inlåningsbank. Nordea Bank Abp tillhandahåller investeringstjänster och bedriver investeringsverksamhet enligt den finska lagen om investeringstjänster. Vidare, i dess egenskap av moderbolag, deltar Nordea Bank Abp i, och är ombesörjer och ansvarar för övergripande funktioner i koncernen såsom styrning, övervakning, riskkontroll och stabsfunktioner.

- (d) Följande tabell ger information om Emittentens fem största aktieägare per den 31 oktober 2020:

|                     | <b>Antal<br/>aktier<br/>(miljone<br/>r)</b> | <b>Procent<br/>av aktier<br/>och<br/>röster <sup>(1)</sup></b> |
|---------------------|---------------------------------------------|----------------------------------------------------------------|
| Sampo Plc .....     | 804.9                                       | 19.9                                                           |
| Nordea Fonden ..... | 158.2                                       | 3.9                                                            |
| BlackRock .....     | 114.5                                       | 2.8                                                            |
| Vanguard Funds..... | 101.9                                       | 2.5                                                            |
| Alecta .....        | 98.0                                        | 2.4                                                            |

1) Exklusive aktier emitterade under Nordeas långfristiga incitamentsprogram.

- (e) Följande tabell anger, för varje styrelseledamot i Emittenten, hans eller hennes födelseår och året då han eller hon för första gången utsågs till styrelseledamot:

|                          | <b>Födelseår</b> | <b>Styrelsele<br/>damot<br/>sedan</b> | <b>Position</b> |
|--------------------------|------------------|---------------------------------------|-----------------|
| Torbjörn Magnusson.....  | 1963             | 2018                                  | Ordförande      |
| Kari Jordan.....         | 1956             | 2019                                  | Vice Ordförande |
| Pernille Erenbjerg ..... | 1967             | 2017                                  | Ledamot         |
| Nigel Hinshelwood .....  | 1966             | 2018                                  | Ledamot         |
| Petra van Hoeken .....   | 1961             | 2019                                  | Ledamot         |
| Robin Lawther .....      | 1961             | 2014                                  | Ledamot         |
| John Maltby .....        | 1962             | 2019                                  | Ledamot         |
| Sarah Russell .....      | 1962             | 2010                                  | Ledamot         |
| Birger Steen .....       | 1966             | 2015                                  | Ledamot         |
| Maria Varsellona .....   | 1970             | 2017                                  | Ledamot         |

- (f) Emittenten revisor är PricewaterhouseCoopers Oy.

*Vilken är den centrala finansiella informationen avseende Emittenten?*

| Året som avslutades den 31 december                                                                                  |                 |             |         |
|----------------------------------------------------------------------------------------------------------------------|-----------------|-------------|---------|
|                                                                                                                      | 2019            | 2018        | 2017    |
|                                                                                                                      | (Oreviderad)    | (Reviderad) |         |
|                                                                                                                      | (miljoner euro) |             |         |
| <b>Resultaträkning</b>                                                                                               |                 |             |         |
| Summa rörelseintäkter.....                                                                                           | 8 635*          | 9 172*      | 9 691*  |
| Kreditförluster .....                                                                                                | (536)           | (173)       | (369)   |
| Periodens resultat.....                                                                                              | 1 542           | 3 081       | 3 048   |
| <b>Balansräkning</b>                                                                                                 |                 |             |         |
| Summa tillgångar.....                                                                                                | 554 848         | 551 408     | 581 612 |
| Summa skulder .....                                                                                                  | 523 320         | 518 507     | 548 296 |
| Summa eget kapital .....                                                                                             | 31 528          | 32 901      | 33 316  |
| Summa skulder och eget kapital.....                                                                                  | 554 848         | 551 408     | 581 612 |
| <b>Kassaflödesanalys</b>                                                                                             |                 |             |         |
| Kassaflöde från den löpande verksamheten före förändringar av den löpande verksamhetens tillgångar och skulder ..... | 6 321           | 4 167       | 6 562   |
| Kassaflöde från den löpande verksamheten.....                                                                        | (2 532)         | 2 631       | 12 274  |
| Kassaflöde från investeringsverksamheten.....                                                                        | (191)           | 29          | (1 499) |
| Kassaflöde från finansieringsverksamheten .....                                                                      | (2 274)         | (2 788)     | (2 637) |
| Periodens kassaflöde .....                                                                                           | (4 997)         | (128)       | 8 138   |
| Förändring .....                                                                                                     | (4 997)         | (128)       | 8 138   |

\* Nordeas policy har varit att amortera resolutionsavgifter och insättningsgarantiavgifter linjärt över verksamhetsåret. Med start från den 1 januari 2019 har Nordea erkänt resolutionsavgifter i början av året när den legala betalningsskyldigheten uppstår och presenterar därtill relaterade kostnader som "övriga kostnader". Förändringen speglar främst ändringen av strukturen för resolutionsavgifterna som följer av att moderbolaget inom Nordeakoncernen har flyttats från Sverige till Finland. I Nordeakoncernens oreviderade, konsoliderade delårsrapport för den tolv månadersperiod som avslutades den 31 december 2019 har jämförelsetal för verksamhetsåren som avslutades den 31 december 2018 respektive den 31 december 2017 justerats för att förstärka jämförbarheten. De siffror som är markerade med en asterisk (\*) har justerats för att spegla den förändrade presentationen av resolutionsavgifter.

*Vad är de centrala riskerna specifika för Emittenten?*

**Negativ ekonomisk utveckling och förhållanden på marknaden på vilken Nordeakoncernen verkar kan ha en negativ inverkan på Nordeakoncernens verksamhet och rörelseresultat:** Nordeakoncernens resultat påverkas i hög grad av generella ekonomiska förhållanden på de nordiska marknaderna (Danmark, Finland, Norge och Sverige). Utvecklingen vad gäller de ekonomiska förhållandena på andra marknader där Nordeakoncernen verkar kan också påverka Nordeakoncernens resultat. Negativ ekonomisk utveckling har påverkat, och kan komma att fortsätta påverka Nordeakoncernens verksamhet på flera sätt, bland annat Nordeakoncernens kunders intäkter, tillgångar, likviditet, verksamhet och/eller finansiell status, vilket i sin tur kan försämra Nordeakoncernens kreditvärdighet samt efterfrågan på Nordeakoncernens finansiella produkter och tjänster.

**Nordeakoncernen är utsatt för marknadsprisrisk:** Nordeakoncernens kunddrivna värdepappershandel och dess treasury-funktion (där Nordeakoncernen håller investerings- och likviditetsportföljer för egen räkning) är de största bidragande faktorerna till marknadsprisrisk i Nordeakoncernen. Till den del volatila marknadsförhållanden håller i sig eller återkommer, kan värdet på Nordeakoncernens obligations-, derivat- och strukturerade kreditportföljer, likväl som andra typer av instrument, minska mer än beräknat, och därför medföra nedskrivningar. Utöver det kan volatila marknadsförhållanden, på grund av att Nordeakoncernens handels- och investeringsintäkter till stor del är beroende av förhållandena på de finansiella marknaderna, resultera i en märkbar nedgång i Nordeakoncernens handels- och investeringsintäkter, eller resultera i en handelsförlust, vilket i sin tur kan ha en väsentlig negativ inverkan på Nordeakoncernens verksamhet, finansiella ställning och verksamhetsresultat.

**Nordeakoncernen är föremål för omfattande regelverk som är föremål för förändringar:** Alla bolag verksamma inom den finansiella sektorn, inklusive Nordeakoncernen, bedriver sin verksamhet under omfattande regulatoriska regelverk. Nordeakoncernen är föremål för tillsyn och måste följa ett stort antal

lagar och regler, administrativa påbud och policys i de olika jurisdiktioner som koncernen verkar inom. På grund av storleken på Nordeakoncernens tillgångar står den också under direkt tillsyn av Europeiska Centralbanken och är föremål för dess regelverk. Regulatoriska förändringar och andra krav, restriktioner och begränsningar vad gäller finansiella instituts verksamhet och kostnader hänförliga därtill, eller oväntade krav under, eller osäkerhet kring, det regulatoriska ramverk som Nordeakoncernen träffas av, kan ha en väsentlig negativ inverkan på Nordeakoncernens verksamhet, finansiella ställning och verksamhetsresultat.

**Det finns en inneboende likviditetsrisk i Nordeakoncernens verksamhet:** Likviditetsrisk är risken för att Nordeakoncernen inte ska kunna betala sina skulder när de förfaller eller nå upp till likviditetsåtaganden endast till en högre kostnad. En stor del av Nordeakoncernens likviditets- och finansieringskrav uppfylls genom insättningar från kunder, samt kontinuerlig tillgång till kapitalmarknaderna, bland annat utfärdandet av långfristiga skuldebrev, t.ex. säkerställda obligationer. Storleken på dessa finansieringskällor, särskilt den långfristiga finansieringen, kan vara begränsad under perioder med begränsad likviditet. Oroligheter på de globala finansmarknaderna och ekonomin kan negativt påverka Nordeakoncernens likviditet och vissa motparter och kunders benägenhet att göra affärer med Nordeakoncernen, vilket kan få en väsentlig negativ effekt på Nordeakoncernens verksamhet och verksamhetsresultat.

**Operationella risker, inklusive risker i samband med investeringsrådgivning, kan påverka**

**Nordeakoncernens verksamhet:** För att Nordeakoncernens verksamhet ska fungera måste koncernen kunna genomföra ett stort antal komplexa transaktioner på olika marknader i många valutor. Nordeakoncernens utövar sin verksamhet genom flera olika bolag. Verksamhetsförluster, inklusive monetära skadestånd, försämrat rykte, kostnader, direkta och indirekta ekonomiska förluster och/eller nedskrivningar kan uppstå av flera olika orsaker. Som en del av bankverksamheten och tillgångsförvaltningen erbjuder Nordeakoncernen sina kunder investeringsrådgivning, tillgång till internt såväl som externt förvaltade fonder samt agerar förvaringsinstitut för fonder som förvaltas av tredje part. För det fall förluster uppstår hos kunder som fått investeringsrådgivning från Nordeakoncernen, alternativt på grund av försummelse eller bedrägliga handlingar av externa fondförvaltare, kan Nordeakoncernen krävas på ersättning. Trots att Nordeakoncernen har implementerat riskkontroller och vidtagit andra åtgärder för att minska exponeringen och/eller förlusterna, finns inga garantier för att åtagandena kommer att vara effektiva i att hantera de olika verksamhetsrisker som Nordeakoncernen står inför.

### 3. Central information om Värdepappren

*Vad är Värdepapprens centrala egenskaper?*

| <u>Instrumentens typ och klass</u> | <u>ISIN</u>  | <u>Valuta</u> | <u>Antal instrument</u> | <u>Utgångsdatum</u> |
|------------------------------------|--------------|---------------|-------------------------|---------------------|
| <b>Bull Certificate</b> på råvaror | SE0010628107 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010627935 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010627893 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010628099 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010627927 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010627919 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010627901 | SEK           | 2400000                 | Open ended          |
| <b>Bull Certificate</b> på råvaror | SE0010628115 | SEK           | 2400000                 | Open ended          |

- (b) **"Bullcertifikat"**: avkastningen på Instrumenten bestäms av värdeutvecklingen på den underliggande tillgången. Priset för Instrumentet kommer att justeras vid utdelningar från den underliggande tillgången. Instrumentets värdeutveckling kommer att vara den dagliga värdeutvecklingen för den underliggande tillgången multiplicerat med den förbestämda hävstången. Detta innebär att priset på Instrumenten stiger när priset på den underliggande tillgången stiger och sjunker när priset på den underliggande tillgången sjunker. Valutakursförändringar kommer också att påverka värdeutvecklingen på investeringen. Om den negativa värdeutvecklingen under en och samma dag, multiplicerat med hävstången, är 100 eller mer, kommer Instrumenten att sägas upp och det investerade beloppet att gå förlorat.
- (c) Genom att investera i Instrumenten bär investeraren risken för att Emittenten inte kommer att kunna göra några betalningar under värdepappren i enlighet med dess villkor. Om Emittenten skulle bli insolvent finns en risk för att investerare förlorar hela eller delar av det investerade beloppet. Instrumenten utgör icke säkerställda och icke efterställda förpliktelser för Emittenten och är i förmånsrättsligt hänseende likställda utan inbördes rangordning och åtminstone likställda med Emittentens alla övriga nuvarande och framtida utestående icke säkerställda och icke efterställda förpliktelser. Instrumenten kan också bli föremål för skuldnedskrivning om Emittenten bli föremål för resolution enligt direktiv 2014/59/EU, så som det implementerats i Finland, och därmed skrivas ner eller ombildas till andra värdepapper (inklusive ordinarie aktier) om resolutionsmyndigheten anser att det är nödvändigt för att återställa Emittentens möjlighet till fortlevnad.
- (d) Instrumenten är fritt omsättningsbara enligt dess villkor. Grundprospektet sammanfattar dock vissa legala restriktioner vad gäller att erbjuda och försäljning av Instrumenten i vissa jurisdiktioner.

*Var kommer Värdepappren att handlas?*

Ansökan har gjorts för Instrumenten för att godkännas för notering och för upptagande till handel på Nasdaq First North Sweden med effekt från emissionsdagen.

*Vilka är de centrala riskerna som är specifika för Värdepappren?*

**Produktens komplexitet:** avkastningsstrukturen för Instrumenten är ibland komplex och kan innehålla matematiska formler eller samband som för en investerare kan vara svåra att förstå och jämföra med andra investeringsalternativ. Förhållandet mellan risk och avkastning kan dessutom vara svårt att utvärdera.

**Hävstångsrisiker:** på grund av hur Instrumenten är strukturerade kommer värdeutvecklingen hos den underliggande tillgången att påverka priset på Instrumentet och kan leda till större vinst eller större förlust på investerat kapital än om investeringen hade gjorts direkt i den underliggande tillgången. Detta uttrycks normalt så att Instrumentet har en hävstång jämfört med en investering i den underliggande tillgången, det vill säga att en förändring i pris (oavsett om det är en ökning eller en minskning) på den underliggande tillgången medför en större procentuell förändring, av värdet på Instrumenten. Risken förknippad med investering i dessa Instrument blir därmed större än vid en investering i den underliggande tillgången. Dessa Instrument kan förlora allt sitt värde.

**Det kan finnas en avsaknad av aktiv marknad för handel med Instrumenten:** Instrumenten kommer att vara nya värdepapper som eventuellt inte kommer att spridas i någon större utsträckning och/eller inte vara noterade och, även om de skulle vara noterade, kan komma att sakna aktiv marknad. Avsaknaden av en aktiv marknad kan resultera i begränsad likviditet i Instrumenten, med följden att investeraren kan behöva inneha Instrument tills de löses in.

**Värdeutvecklingen hos de underliggande tillgångarna:** enligt villkoren för Instrumenten kan innehavarna vara berättigade till avkastning och betalning av tillämplig slutlikvid beroende på värdeutvecklingen på en eller flera underliggande tillgångar och den aktuella avkastningsstrukturen. Värdeutvecklingen på Instrumenten påverkas av värdet på de underliggande tillgångarna vid specifika tidpunkter under



Instrumentets löptid, intensiteten i prisfluktuationer hos de underliggande tillgångarna, prognoser kring framtida volatilitet, marknadsräntor och förväntad utdelning från de underliggande tillgångarna. Under vissa omständigheter kan en investerare förlora hela det investerade beloppet.

**Automatisk förtida inlösen** – Instrumenten kan komma att lösas in automatiskt innan dess egentliga förfallodag om vissa förutsättningar är uppfyllda, typiskt sett kallat för en ”knock”. Under vissa omständigheter kan detta leda till förlust av hela eller delar av en investerares framtida avkastning eller ränteutbetalningar från Instrumenten. Eftersom vissa avgifter och kostnader dras av från utgivningspriset kan ett förtida inlösen av Instrumenten även leda till proportionsmässigt högre kostnader.

**Valutakursförändringar och växelkurser som underliggande tillgångar:** när den underliggande tillgången är en växelkurs eller är angiven i en annan valuta än investerarens egen valuta kan valutakursförändringar påverka avkastningen på Instrumenten. Växelkurser för valutor kan påverkas av komplexa politiska och ekonomiska faktorer, bland annat den relativa inflationstakten, förhållandet mellan betalningar länder emellan, storleken på staters budgetöverskott eller budgetunderskott samt ekonomiska, skattemässiga och/eller handelsrelaterade politiska policys som följs av de relevanta valutornas stater. Valutakursförändringar kan även på ett komplicerat sätt påverka värdet eller nivån på andra underliggande tillgångar. Om sådana valutakursförändringar orsakar förändring i värdet eller nivån på de underliggande tillgångarna kan värdet eller nivån på Instrumenten minska. Om värdet eller nivån på en eller flera underliggande tillgångar är angivna i en annan valuta än den valuta i vilken Instrumenten är emitterade, kan investerare vara exponerade för en ökad risk vad gäller utländska valutakurser. Historiska växelkurser för utländska valutor behöver inte nödvändigtvis utgöra en indikation beträffande framtida växelkurser.

**Risker relaterade till störningar på marknaden och extraordinära händelser:** underliggande tillgångar kan påverkas av störningar på de marknader där de vanligen handlas eller av extraordinära händelser såsom avnotering, nationalisering, konkurs, likvidation eller utspädning av den berörda underliggande tillgången. Alla Instrument kan bli föremål för händelser såsom lagändringar eller ökade kostnader för riskhantering. Om det sker kan Emittenten ensidigt göra justeringar i tillgångarnas sammansättning och i beräkningen av avkastningen eller värdet på Instrumenten, eller ersätta en underliggande tillgång med en annan, utefter vad Emittenten finner lämpligt.

**Råvaror som underliggande tillgångar:** handel med råvaror är spekulativt och kan vara extremt volatilt eftersom råvarupriser påverkas av faktorer som är oförutsägbara, såsom ändringar i relationerna mellan tillgång och efterfrågan, vädermönster och myndighetsbeslut. Råvarukontrakt kan även handlas direkt mellan marknadsaktörer ”over-the-counter” på handelsplatser som är föremål för minimal eller ingen substantiell reglering. Detta ökar riskerna som sammanhänger med likviditets- och prishistorik för de relevanta kontrakten. Instrument som är länkade till terminskontrakt för råvaror kan ge en annan avkastning än Instrument som är länkade till den relevanta fysiska råvaran, eftersom priset på ett terminskontrakt för en råvara allmänt innefattar en premie eller en rabatt jämfört med dagspriset för den underliggande råvaran.

**Terminer som underliggande tillgång:** Priset på framtida kontrakt som underliggande tillgång kommer generellt att bestämmas genom att en premie eller rabatt sätts på den relevanta tillgångens pris. Det beror på faktorer som behovet att anpassa priset av en tillgång och ta höjd för relaterade utgifter och andra metoder för att beräkna det nuvarande och framtida priset. Beroende på den underliggande tillgången kan det finnas signifikanta skillnader mellan likviditeten på marknaden vid investeringen och i framtiden. Instrument som är kopplade direkt till den relevanta tillgången kan därför medföra annan avkastning än Instrument kopplade till terminer. Investeringar i terminer kan medföra andra risker så som bristande likviditet som uppstår på grund av begränsningar av dagliga handelsvolymer.

Andra risker med Instrumenten kan hänföra sig bland annat till förändringar i räntenivåer, förändringar i växelkurser, huruvida Emittenten har rätt att lösa in Instrumenten i förtid, de finansiella instrumentens komplexitet, fluktuationer i relevanta index, andra underliggande tillgångar, finansmarknaden och huruvida återbetalning är beroende av andra omständigheter än Emittentens kreditvärdighet.

#### 4. Nyckelinformation om erbjudandet av Värdepapper till allmänheten och/eller upptagande till handel på reglerad marknad

*Under vilka omständigheter och under vilken tidsperiod kan jag investera i detta värdepapper?*

- (a) Ett erbjudande av Instrumenten till allmänheten kommer att äga rum i Sverige från och med noteringsdagen till och med lösendagen för Instrumenten ("Erbjudandeperioden").

Instrumenten kommer initialt att skapas och innehas av Emittenten för egen räkning, för att sedan göras tillgängliga för försäljning till potentiella investerare. Instrumenten kommer att erbjudas för köp på den relevanta marknadsplatsen till det officiella priset som anges på marknadsplatsen från tid till annan.

- (b) Ansökan har gjorts för att notera Instrumenten på Nasdaq First North Sweden och handlas på Nasdaq First North Sweden med effekt från emissionsdagen.
- (c) Inga kostnader kommer att krävas av investerare i Instrumenten av Emittenten.

*Vem är säljaren och/eller personen som ansöker om upptagning till handel?*

Säljaren och personen som ansöker om att uppta Instrumenten till handel är Emittenten.

*Varför framställs denna Prospektsammanfattning*

- (a) Erbjudandet ges för att Emittenten ska tillhandahålla finansiering och för att erbjuda investerare avkastning länkad till värdeutvecklingen på Referenstillgångarna. Nettoinkomsten från emissionen av Instrumenten kommer att användas för Emittentens och Nordeakoncernens allmänna bankverksamhet och annan företagsverksamhet.
- (b) Erbjudandet om Instrumenten är inte föremål för garantiåtaganden.
- (c) Auktoriserade Säljare och andra tredjepartsdistributörer kan erhålla avgifter i relation till emissionen av Instrumenten.

Såvitt Emittenten känner till, med förbehåll för vad som framförts ovan, har ingen person involverad i emissionen av Instrumenten något väsentligt intresse i erbjudandet.