

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

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 10 June 2019

NORDEA BANK ABP

Issue of

NOK 1,000,000,000

0.36 per cent. FRN due March 2022

(to be consolidated and for a single Series with the NOK 600,000,000 0.36 per cent. FRN due March 2022, issued on 29 March 2019, and the NOK 300,000,000 0.36 per cent. FRN due March 2022, issued on 4 April 2019)

Issued under the
€50,000,000,000 Euro Medium Term Note Programme

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 base prospectus dated 29 November 2018 and the base prospectus supplement dated 8 February 2019. This document comprises the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus dated 8 May 2019 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive, save in respect of the Conditions which are extracted from the base prospectus dated 29 November 2018 and the base prospectus supplement dated 8 February 2019.

Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the base prospectus dated 29 November 2018 and the base prospectus supplement dated 8 February 2019. The Base Prospectus and the base prospectus dated 29 November 2018 and the base prospectus supplement 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 and have been published on the Issuer's website www.nordea.com.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended or superseded) provided, however, that all references in this document to the "**Prospectus Directive**" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (as amended or superseded) to the extent implemented in the relevant Member State and include any relevant implementing measures in the relevant Member State.

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| 1. | (i) | Series Number: | 11 |
| | (ii) | Tranche Number: | 3 |
| | (iii) | Date on which the Notes become fungible: | The Notes shall be consolidated, form a single series and be interchangeable for trading purposes with the NOK 600,000,000 0.36 per cent. FRN due March 2022, issued on 29 March 2019 ("Tranche 1") and the NOK 300,000,000 0.36 per cent. FRN due March 2022, issued on 4 April 2019 "Tranche 2") on the Issue Date |
| 2. | | Specified Currency: | Norwegian Krone ("NOK") |
| 3. | | Aggregate Nominal Amount: | |
| | (i) | Series: | NOK 1,900,000,000 |
| | (ii) | Tranche: | 1,000,000,000 |
| 4. | | Issue Price: | 100.035 per cent. of the Tranche plus accrued interest from 29 March 2019 |

5. (i) Specified Denominations: NOK 1,000,000
(ii) Calculation Amount: NOK 1,000,000
6. (i) Issue Date: 12 June 2019
(ii) Interest Commencement Date: 29 March 2019
7. Maturity Date: Interest Payment date falling in or nearest to March 2022
8. Interest Basis: NIBOR + 0.36 per cent. Floating Rate
9. Redemption/Payment Basis: Redemption at par, subject to any purchase and cancellation or early redemption
10. Put/Call Options: Not Applicable
11. (i) Status of the Notes: Senior Preferred
(ii) Senior Preferred Notes Waiver of Set-Off: Not Applicable
12. Authorisation: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Not Applicable
14. **Floating Rate Note Provisions** Applicable
 - (i) Specified Period(s)/Specified Interest Payment Dates: 29 March, 29 June, 29 September and 29 December in each year commencing on 29 June 2019 up to and including the Maturity Date
 - (ii) Business Day Convention: Modified Following Business Day Convention
 - (iii) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
 - (iv) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): Agent
 - (v) Screen Rate Determination:

	•	Reference Rate:	3-month NIBOR
	•	Interest Determination Date(s):	Two Oslo Business Days prior to the start of each Interest period
	•	Relevant Screen Page:	Reuters screen OIBOR= page
	•	Relevant Time:	As set out in Condition 5(b)(iv)
(vi)		Linear Interpolation:	Not Applicable
(vii)		Determination Agent:	Not Applicable
(viii)		Margin(s):	+ 0.36 per cent. per annum
(ix)		Minimum Rate of Interest:	Not Applicable
(x)		Maximum Rate of Interest:	Not Applicable
(xi)		Day Count Fraction:	Actual/360
(xii)		Observation Look-back Period	Not Applicable
15.		Zero Coupon Note Provisions	Not Applicable
16.		Reset Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Call Option	Not Applicable
18.	Put Option	Not Applicable
19.	Final Redemption Amount	Par
20.	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	Par Condition 6(b) applies

GENERAL PROVISIONS APPLICABLE TO THE NOTES

21.	Form of Notes:	The Notes are VPS Notes in uncertificated and dematerialised book entry form
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| 22. | New Global Note: | Not Applicable |
| 23. | Additional cities for the purposes of the definition of Relevant Financial Centre: | Not Applicable |
| 24. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 25. | Details relating to Partly Paid Notes: amount of such payment comprising the Issue Price and date on which each payment is to be made: | Not Applicable |
| 26. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 27. | Substitution and variation provisions: | Not Applicable |
| 28. | Relevant Benchmark[s]: | NIBOR is provided by norske Finansielle Referanser (NoRe). As at the date hereof, NoRe does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (<i>Register of administrators and benchmarks</i>) of Regulation (EU) 2016/1011, as amended. |
| 29. | Senior Preferred Notes Events of Default: | Not Applicable |



SIGNATURE

Signed on behalf of Nordea Bank Abp:

By:

Duly authorised

Date: 10 June 2019



 Johanna Johanna Catharina Idevall

PART B – OTHER INFORMATION

30. LISTING AND ADMISSION TO TRADING

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin for the Notes to be admitted to the Official List and to trading on its regulated market with effect from or about the Issue Date.

The Tranche 1 and Tranche 2 Notes of this Series have already been admitted to the Official List and to trading on the Irish Stock Exchange plc trading as Euronext Dublin.

31. RATINGS

The issuance of Notes itself has not been assigned any ratings solicited by the Issuer.

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

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

33. REASONS FOR THE OFFER AND TOTAL EXPENSES

Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus

Estimated total expenses in relation to admission to trading: EUR 1,000

34. YIELD

Indication of yield: Not Applicable

35. HISTORIC INTEREST RATES

Details of historic Reference Rate can be obtained from Reuters.

36. THIRD PARTY INFORMATION

Not Applicable

37. DISTRIBUTION

(i) If syndicated names of Managers: Not Applicable

(ii) Stabilising Manager(s) (if any): Not Applicable

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| (iii) | If non-syndicated, name and address of Dealer: | Nordea Bank Abp
Satamaradankatu 5
00020 NORDEA
Helsinki
Finland |
| (iv) | U.S. Selling Restrictions: | Regulation S Category 2

TEFRA Not Applicable |
| (v) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |

38. OPERATIONAL INFORMATION

ISIN Code:	NO0010848617
Common Code:	N/A
FISN:	NORDEA BANK ABP/VAR BD 20220329
CFI Code:	DBVUFR
Issuer LEI:	529900ODI3047E2LIV03
New Global Note intended to be held in a manner which would allow Eurosystem eligibility:	No Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.
Clearing system(s) and identification number, if applicable:	VPS, the Norwegian Central Securities Depository (VPS identification number: 985 140 421)
Delivery:	Delivery against payment

Name(s) and address(es) of Not Applicable
additional VP Issuing Agent(s) (if
any):