

Final Terms dated 6 April 2016

**KOMMUNALBANKEN AS**

Issue of

**USD50,000,000 Zero Coupon Callable Instruments due 8 April 2046  
UNDER THE  
PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS**

The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Instruments in any Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Member State, from the requirement to publish a prospectus for offers of the Instruments. Accordingly any person making or intending to make an offer in that Member State of the Instruments may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Instruments in any other circumstances.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive) and the expression "2010 PD Amending Directive" means Directive 2010/73/EU 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 (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant Member State), and include any relevant implementing measure in the relevant Member State.

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 10 April 2015 and the supplement to the base prospectus dated 2 July 2015, which together constitute a base prospectus for the purposes of the Prospectus Directive (the "**Base Prospectus**"). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Instruments (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus is available for viewing at Kommunalbanken AS, Haakon VIIIs gate 5b, 0110 Oslo, Norway and Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom and the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and copies may be obtained from Kommunalbanken AS, Haakon VIIIs gate 5b, 0110 Oslo, Norway and Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom.

1.	(i)	Series Number:	5108
	(ii)	Tranche Number:	1
	(iii)	Date on which the Instruments become fungible:	Not Applicable
2.		Specified Currency:	United States Dollar ("USD")
3.		Aggregate Principal Amount:	
	(i)	Series:	USD 50,000,000

	(ii) Tranche:	USD 50,000,000
4.	Issue Price:	100.00 per cent. of the Aggregate Principal Amount
5.	(i) Specified Denominations:	USD 1,000,000
	(ii) Calculation Amount:	USD 1,000,000
6.	(i) Issue Date:	8 April 2016
	(ii) Interest Commencement Date:	Issue Date
7.	Maturity Date:	8 April 2046, subject to adjustment for payment only in accordance with the Modified Following Business Day Convention.
8.	Types of Instruments:	Zero Coupon
9.	Interest Basis:	Zero Coupon (further particulars specified below)
10.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Instruments will be redeemed on the Maturity Date at 302.620882 per cent. of their nominal amount
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Issuer Call (further particulars specified below)
13.	Status of the Instruments:	Senior

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	<b>Fixed Rate Instrument Provisions</b>	Not Applicable
15.	<b>Floating Rate Instrument Provisions</b>	Not Applicable
16.	<b>Fixed Interest Discounted Issue Instrument Provisions</b>	Not Applicable
17.	<b>Zero Coupon Instrument Provisions</b>	Applicable
	(i) Amortisation Yield:	3.76 per cent. per annum
	(ii) Reference Price:	Issue Price
	(iii) Day Count Fraction:	30/360
18.	<b>Index Linked Interest Instrument Provisions</b>	Not Applicable
19.	<b>Share Linked Interest Instrument Provisions</b>	Not Applicable
20.	<b>FX Linked Interest Instrument Provisions</b>	Not Applicable
21.	<b>Fund Linked Interest Instrument Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

22.	Notice periods for Condition 6.2 ( <i>Early Redemption for Taxation Reasons</i> ):	As set out in Condition 6.2															
23.	<b>Call Option</b>	Applicable															
	(i) Optional Redemption Date(s):	8 April 2023, 8 April 2030, 8 April 2037 and 8 April 2044, subject to adjustment in accordance with the Modified Following Business Day Convention															
	(ii) Optional Redemption Amount(s) (Call) of each Instrument:																
		<table border="1"> <thead> <tr> <th>Optional Redemption Date</th> <th>Optional Redemption Price</th> <th>Optional Redemption Amount per Calculation Amount (USD)</th> </tr> </thead> <tbody> <tr> <td>8-April-23</td> <td>129.482102%</td> <td>1,294,821.02</td> </tr> <tr> <td>8-April-30</td> <td>167.656148%</td> <td>1,676,561.48</td> </tr> <tr> <td>8-April-37</td> <td>217.084704%</td> <td>2,170,847.04</td> </tr> <tr> <td>8-April-44</td> <td>281.085839%</td> <td>2,810,858.39</td> </tr> </tbody> </table>	Optional Redemption Date	Optional Redemption Price	Optional Redemption Amount per Calculation Amount (USD)	8-April-23	129.482102%	1,294,821.02	8-April-30	167.656148%	1,676,561.48	8-April-37	217.084704%	2,170,847.04	8-April-44	281.085839%	2,810,858.39
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	(iii) If redeemable in part:	Not Applicable															
	(a) Minimum Redemption Amount:	Not Applicable															
	(b) Maximum Redemption Amount:	Not Applicable															
	(iv) Notice period:	The day that is not less than five (5) London and New York business days prior to the relevant Optional Redemption Date.															
24.	<b>Put Option</b>	Not Applicable															
25.	<b>Automatic Early Redemption</b>	Not Applicable															
26.	<b>Maturity Redemption Amount of each Instrument</b>	USD 3,026,208.82 per Calculation Amount															
27.	<b>Early Redemption Amount</b>																
	(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons:	Amortised Face Amount															
	(ii) Early Redemption Amount(s) per Calculation Amount payable on event of default or other early redemption:	Amortised Face Amount															
28.	<b>Index Linked Redemption Instruments</b>	Not Applicable															
29.	<b>Share Linked Redemption Instruments</b>	Not Applicable															
30.	<b>FX Linked Redemption Instruments</b>	Not Applicable															
31.	<b>Instruments with Dual or Other Currency Settlement Conditions</b>	Not Applicable															

32. **Fund Linked Redemption Instruments** Not Applicable

33. **Commodity Linked Redemption Instruments:** Not Applicable

34. **Physical Delivery Instruments:** Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

35. Form of Instruments: **Bearer Instruments:**  
Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Bearer Instruments in the limited circumstances specified in the Permanent Global Instrument

36. New Global Instrument: Yes

37. Applicable Financial Centre(s) or other special provisions relating to Payment Dates: London and New York

38. Talons for future Coupons or Receipts to be attached to Definitive Bearer Instruments (and dates on which such Talons mature): Not Applicable

39. Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made: Not Applicable

40. Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made: Not Applicable

41. Calculation Agent (including, in the case of Renminbi Instruments, the party responsible for calculating the Fixed Coupon Amount(s)): Citibank N.A., London branch

#### **SIGNATURE**

Signed on behalf of the Issuer:

By:.....

*Kristine H. Lien*  
Duly authorised

**Kristine H. Lien**  
**International Funding**

*Roald Fischer*  
Senior Vice President  
Documentation and Legal

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

(i) Listing: Application has been made by the Issuer (or on its behalf) for the Instruments to be listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date.

(ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.

(iii) Estimate of total expenses related to admission to trading: EUR 6,700.00

### 2. RATINGS

Not Applicable

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

So far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer

### 4. 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 applied by the Issuer to meet part of its general financing requirements

(ii) Estimated net proceeds: USD 50,000,000

(iii) Estimated total expenses: Not Applicable

### 5. *(Fixed Rate Instruments only) - YIELD*

Indication of yield: Not Applicable

### 6. *(Floating Rate Instruments only) - HISTORIC INTEREST RATES*

Not Applicable

### 7. *(Index-Linked or other variable-linked Instruments only) - DESCRIPTION AND PERFORMANCE OF INDEX/ FORMULA/OTHER VARIABLE*

Not Applicable

### 8. OPERATIONAL INFORMATION

ISIN Code: XS1388792084

Common Code: 138879208

CUSIP Number: Not Applicable

New Global Instrument intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Instruments are intended upon issue to be deposited with one of Euroclear or Clearstream,

Luxembourg as common safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

Clearing system(s):	Euroclear/Clearstream, Luxembourg
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) or Foreign Exchange Agent(s) (if any):	Not Applicable
Name and address of Luxembourg Intermediary Agent:	Not Applicable

## 9. DISTRIBUTION

(i)	Method of distribution:	Non-syndicated
(ii)	If syndicated, names and addresses of Managers and underwriting commitments:	Not Applicable
(iii)	Date of Subscription Agreement:	Not Applicable
(iv)	If non-syndicated, name and address of Manager:	Citigroup Global Markets Limited Citigroup Centre, Canada Square Canary Wharf London E14 5LB United Kingdom
(v)	Stabilising Manager(s) (if any):	Not Applicable
(vi)	Total (underwriting and placing) commission and concession:	None
(vii)	U.S. Selling Restrictions:	Regulation S Category 2 TEFRA D
(viii)	Public Offer	Not Applicable

## 10. TERMS AND CONDITIONS OF THE OFFER

Not Applicable

## SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "Not Applicable".

<b>Section A - Introduction and Warnings</b>	
<b>A.1</b>	<p><b>Introduction:</b></p> <p><i>This summary should be read as introduction to the Base Prospectus; and any decision to invest in the Instruments should be based on consideration of the Base Prospectus as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member State, 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 if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or 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 Instruments.</i></p>
<b>A.2</b>	<p><b>Consent:</b></p> <p>Certain Tranches of Instruments with a denomination of less than EUR100,000 (or its equivalent in any other currency) may be offered to the public in any Member State of the European Economic Area which has implemented the Prospectus Directive in circumstances where there is no exemption from the obligation under the Prospectus Directive to publish a prospectus. Any such offer is referred to as a "Public Offer".</p> <p><i>No Public Offer of the Instruments will be made.</i></p> <p><b>Authorised Offerors will provide information to Investors on the terms and conditions of the Public Offer of the relevant Instruments at the time such Public Offer is made by the Authorised Offeror to the Investor.</b></p>

<b>Section B – Issuer</b>	
<b>B.1</b>	<p><b>Legal name of the Issuer:</b> Kommunalbanken AS ("KBN" or the "Issuer")</p> <p><b>Commercial name of the Issuer:</b> Kommunalbanken Norway (KBN)</p>
<b>B.2</b>	<p><b>Domicile, legal form, legislation and country of incorporation of the Issuer:</b> The Issuer is registered in Oslo, Norway as a joint stock company under the Norwegian law for limited companies (<i>Lov om aksjeselskap</i>) and operates under such law.</p>
<b>B.4b</b>	<p><b>Trends:</b> Not Applicable. There is no known trend affecting the Issuer and the industry in which it operates.</p>

<b>B.5</b>	<b>The Group:</b>	Not Applicable. The Issuer does not belong to a group.																																								
<b>B.9</b>	<b>Profit Forecast and Profit Estimate:</b>	Not Applicable. The Issuer does not make profit forecasts or profit estimates.																																								
<b>B.10</b>	<b>Audit Report Qualifications:</b>	Not Applicable. There are no qualifications in the audit reports for the Issuer.																																								
<b>B.12</b>	<b>Selected Key Financial Information:</b>	<p>The table below shows certain selected summarised financial information which is derived from, and must be read together with, the Issuer's audited non-consolidated financial statements for the years ended 31 December 2014 and 31 December 2013 and the Issuer's audited non-consolidated financial statements for the year ended 31 December 2012 included as comparatives in the 31 December 2013 audited financial statements. The financial statements for the years ended 31 December 2014, 31 December 2013 and 31 December 2012 and the auditor's report and notes thereto are incorporated by reference in this Base Prospectus.</p> <table> <thead> <tr> <th></th> <th colspan="3" style="text-align: center;">31 December</th> </tr> <tr> <th></th> <th style="text-align: center;">2014</th> <th style="text-align: center;">2013</th> <th style="text-align: center;">2012</th> </tr> </thead> <tbody> <tr> <td>Net interest income .....</td> <td style="text-align: right;">1,515</td> <td style="text-align: right;">1,634</td> <td style="text-align: right;">2,032</td> </tr> <tr> <td>Profit before tax.....</td> <td style="text-align: right;">673</td> <td style="text-align: right;">1,496</td> <td style="text-align: right;">2,604</td> </tr> <tr> <td>Instalment loans (principal amounts).....</td> <td style="text-align: right;">247,067</td> <td style="text-align: right;">240,808</td> <td style="text-align: right;">219,204</td> </tr> <tr> <td>Total assets .....</td> <td style="text-align: right;">455,466</td> <td style="text-align: right;">361,918</td> <td style="text-align: right;">348,953</td> </tr> <tr> <td>Senior securities issued (principal amounts).....</td> <td style="text-align: right;">391,285</td> <td style="text-align: right;">326,470</td> <td style="text-align: right;">312,867</td> </tr> <tr> <td>Total liabilities .....</td> <td style="text-align: right;">447,130</td> <td style="text-align: right;">353,702</td> <td style="text-align: right;">341,558</td> </tr> <tr> <td>Share capital.....</td> <td style="text-align: right;">2,145</td> <td style="text-align: right;">2,145</td> <td style="text-align: right;">2,145</td> </tr> <tr> <td>Total equity .....</td> <td style="text-align: right;">8,336</td> <td style="text-align: right;">8,216</td> <td style="text-align: right;">7,395</td> </tr> </tbody> </table> <p>(NOK millions)</p> <p>IAS 19 <i>Employee Benefits</i> has been amended, effective from 1 January 2013. The amended standard requires recognition of actuarial gains and losses in other comprehensive income. The amendment applies retrospectively also to the 2012 comparative figures in the 2013 financial statements, which therefore are restated.</p> <p>There has been no material adverse change in the prospects or condition of the Issuer since 31 December 2014, being the date of its last published audited financial statements.</p>		31 December				2014	2013	2012	Net interest income .....	1,515	1,634	2,032	Profit before tax.....	673	1,496	2,604	Instalment loans (principal amounts).....	247,067	240,808	219,204	Total assets .....	455,466	361,918	348,953	Senior securities issued (principal amounts).....	391,285	326,470	312,867	Total liabilities .....	447,130	353,702	341,558	Share capital.....	2,145	2,145	2,145	Total equity .....	8,336	8,216	7,395
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<b>B.13</b>	<b>Recent Events:</b>	Not Applicable. There have been no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.																																								
<b>B.14</b>	<b>Dependence upon other entities within the Group:</b>	Not Applicable. As stated in Element B.5 above, the Issuer does not belong to a group.																																								
<b>B.15</b>	<b>The Issuer's Principal Activities:</b>	<p>The Issuer's principal objective is to provide loans on competitive terms to counties, municipalities and inter-municipal companies for a variety of investment projects. Loans are also granted for power plants, private health institutions, co-operative water works and other entities that perform local government services, <i>provided that</i> loans are used to finance projects that can be designated as primary municipal investments and that each such loan benefits from a municipal guarantee.</p> <p>The Issuer offers a range of products to the municipal sector. The largest segment of the loan portfolio is linked to floating interest rates based either</p>																																								

		<p>on short term money market rates or Norwegian Interbank Offer Rates (NIBOR) with various interest rate reset dates. Loans are also granted on a fixed rate basis with varying fixed rate periods set to meet each individual customer's needs and market views.</p> <p>The objective of the Issuer's funding operations is to meet growing borrowing requirements with a well diversified funding base, effectively achieved by regular issuance of benchmark transactions, a visible presence in institutional niche markets and by being a flexible issuer of structured instruments. The majority of funding is issued off the Programme. Bond issues take the form of public offerings or private placements. Public offerings are made to institutional and retail investors in a number of currencies and countries.</p>																					
<b>B.16</b>	<b>Controlling Persons:</b>	The Issuer is owned entirely by the Norwegian State represented by the Ministry of Local Government.																					
<b>B.17</b>	<b>Ratings assigned to the Issuer or its Debt Securities:</b>	<p>As at the date of this Base Prospectus, each of Standard &amp; Poor's Credit Market Services Europe Limited and Moody's Investors Service Ltd have provided the following ratings:</p> <p><b>Moody's Investors Service Ltd</b></p> <table> <thead> <tr> <th>Long-term senior debt</th> <th colspan="3">Instruments issued under the Programme</th> </tr> <tr> <th></th> <th>Senior unsecured</th> <th>Subordinated</th> <th>Short-term</th> </tr> </thead> <tbody> <tr> <td>Aaa</td> <td>Aaa</td> <td>Aa1</td> <td>P-1</td> </tr> </tbody> </table> <p><b>Standard &amp; Poor's Credit Market Services Europe Limited</b></p> <table> <thead> <tr> <th>Long-term senior debt</th> <th colspan="2">Instruments issued under the Programme</th> </tr> <tr> <th></th> <th>Senior unsecured with maturity of one year or more</th> <th>Senior unsecured with maturity of less than one year</th> </tr> </thead> <tbody> <tr> <td>AAA</td> <td>AAA</td> <td>A-1+</td> </tr> </tbody> </table> <p>Each of Standard &amp; Poor's Credit Market Services Europe Limited and Moody's Investors Service Ltd is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "CRA Regulation") and are, as of the date of this Base Prospectus, included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website (<a href="http://www.esma.europa.eu/page/list-registered-and-certified-CRAs">www.esma.europa.eu/page/list-registered-and-certified-CRAs</a>) in accordance with the CRA Regulation.</p>	Long-term senior debt	Instruments issued under the Programme				Senior unsecured	Subordinated	Short-term	Aaa	Aaa	Aa1	P-1	Long-term senior debt	Instruments issued under the Programme			Senior unsecured with maturity of one year or more	Senior unsecured with maturity of less than one year	AAA	AAA	A-1+
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	<b>Section C - The Instruments</b>	
<b>C.1</b>	<b>Type and Class of Securities, Security Identification Number:</b>	<p><i>The Instruments are zero coupon notes</i></p> <p><i>The Instruments are issued as Series number 5108, Tranche number 1.</i></p> <p><b>Security Identification Number(s):</b> In respect of each Tranche of Instruments, the relevant security identification number(s) will be specified in the relevant Final Terms.</p> <p><i>ISIN Code: XS1388792084</i></p> <p><i>Common Code: 138879208</i></p>

C.2	<b>Currency of the Securities Issue:</b>	<p>Instruments may be denominated in any currency or currencies, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. Payments in respect of Instruments may, subject to such compliance, be made in and/or linked to, any currency or currencies other than the currency in which such Instruments are denominated.</p> <p><i>The currency of the Instruments is United States Dollars ("USD")</i></p>
C.5	<b>Restrictions on Free Transferability:</b>	<p>The Issuer and the Dealers have agreed certain restrictions on offers, sales and deliveries of Instruments and on the distribution of offering material.</p>
C.8	<b>The Rights Attaching to the Securities, including Ranking and Limitations to those Rights:</b>	<p><b>Negative Pledge:</b> The unsubordinated Instruments will have the benefit of a negative pledge in respect of any indebtedness for money borrowed or raised in the form of or represented by any bond, note, debenture, debenture stock, loan stock, certificate or other instrument which is, or is capable of being listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market).</p> <p><b>Cross Default:</b> The unsubordinated Instruments will have the benefit of a cross default subject to a threshold of EUR20,000,000 (or its equivalent in any other currency or currencies).</p> <p><b>Status of the Instruments:</b> Instruments will be issued on a subordinated (dated or undated) or an unsubordinated basis, as specified in the relevant Final Terms.</p> <p><b>Governing Law:</b> Except for the status of the subordinated Instruments (which is governed by Norwegian law), the Instruments, all related contractual documentation (except for the VPS Agreement dated 22 April 2009) and any non-contractual obligations arising out of or in connection with them (except for the VPS Agreement dated 22 April 2009) will be governed by English law. VPS Instruments must comply with the Norwegian Securities Register Act of 5 July 2002 no. 64, as amended from time to time and the holders of VPS Instruments will be entitled to the rights and are subject to the obligations and liabilities which arise under this act and any related regulations and legislation.</p> <p><b>Enforcement of Instruments in Global Form:</b> In the case of Instruments in global form, the rights of investors will be supported by a Deed of Covenant dated 10 April 2015, a copy of which will be available for inspection at the specified office of the Issue and Paying Agent.</p>
C.9	<b>The Rights Attaching to the Securities (Continued), Including Information as to Interest, Maturity, Yield and the Representative of the Holders:</b>	<p>See C.8 for a description of the rights attaching to the Instruments, ranking and limitations.</p> <p><b>Interest:</b> Instruments may be interest-bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate, or a floating rate based upon EURIBOR, LIBOR, the U.S. Federal Funds Rate, EONIA, BBSW or be linked to: an index or indices; the price of, or changes in the price of, shares of a company or a basket of shares; an exchange rate between certain currencies; the price of, or changes in the price of, a fund or a basket of funds. Zero Coupon Instruments are not interest bearing and do not pay interest.</p> <p><b>"EURIBOR"</b> is the interest rate benchmark known as the Euro zone interbank offered rate which is calculated and published by a designated distributor (currently Thomson Reuters) in accordance with the requirements from time to time of the European Banking Federation.</p> <p><b>"LIBOR"</b> is the interest rate benchmark known as the London interbank</p>

	<p>offered rate which is calculated and published by a designated distributor (currently Thomson Reuters) in accordance with the requirements from time to time of ICE Benchmark Administration Limited (or any other person which takes over administration of that rate).</p> <p><b>"U.S. Federal Funds Rate"</b> is the interest rate for U.S. dollar federal funds as published in H.15(519) under the caption "Federal funds (effective)" and displayed on Reuters on page FEDFUNDS1 under the caption "EFFECT".</p> <p><b>"EONIA"</b> is the Euro Overnight Index Average calculated by the Banking Federation of the European Union.</p> <p><b>"BBSW"</b> is the interest rate benchmark known as the Bank Bill Swap reference rate which is calculated and published by a designated distributor (currently Thomson Reuters) in accordance with the requirements from time to time of the Australian Financial Markets Association based on estimated interbank borrowing rates for a number of designated currencies and maturities provided by a panel of contributor banks.</p> <p>In respect of each Tranche of Instruments, the date from which interest becomes payable and the due dates for interest, the maturity date, the arrangements for the amortisation of the Instruments, including the repayment procedures and, in the case of Fixed Rate Instruments, an indication of yield, will be specified in the relevant Final Terms.</p> <p><i>The Instruments are not interest-bearing.</i></p> <p><b>Maturities:</b> Any maturity or with no fixed maturity date, subject, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements.</p> <p>Where Instruments have a maturity of less than one year and either (a) the issue proceeds are received by the Issuer in the United Kingdom or (b) the activity of issuing the Instruments is carried on from an establishment maintained by the Issuer in the United Kingdom, such Instruments must: (i) have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be issued only to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses; or (ii) be issued in other circumstances which do not constitute a contravention of section 19 of the Financial Services and Markets Act 2000 ("FSMA") by the Issuer.</p> <p><i>Unless previously redeemed, or purchased and cancelled, the Instruments will be redeemed on 8 April 2046.</i></p> <p><b>Redemption:</b> Instruments will be redeemable at par or such other amount as may be specified in the relevant Final Terms or at an amount linked to an index or indices; the price of, or changes in the price of, shares of a company or a basket of shares; an exchange rate between certain currencies; the price of, or changes in the price of, a fund or a basket of funds; or the price of, or changes in the price of a specified commodity. Payments of principal shall be made only against presentation and surrender of Instruments at the Specified Office of any Paying Agent outside the United States.</p> <p><i>Unless previously redeemed, or purchased and cancelled, each Instrument will be redeemed at its Maturity Redemption Amount of 302.620882.</i></p> <p><b>Optional Redemption:</b> Instruments may be redeemed before their stated maturity at the option of the Issuer (either in whole or in part) and/or the holder of the Instruments to the extent (if at all) specified in the relevant</p>
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		<p>Final Terms.</p> <p><i>Redemption at the Option of the Issuer:</i> The Instruments may be redeemed at the option of the Issuer in whole as outlined in the table below on the Issuer's giving not less than 5 days' notice to the Holder:</p> <table border="1"> <thead> <tr> <th>Optional Redemption Date</th><th>Optional Redemption Price</th><th>Optional Amount per Calculation Amount (USD)</th></tr> </thead> <tbody> <tr> <td>8-April-23</td><td>129.482102%</td><td>1,294,821.02</td></tr> <tr> <td>8-April-30</td><td>167.656148%</td><td>1,676,561.48</td></tr> <tr> <td>8-April-37</td><td>217.084704%</td><td>2,170,847.04</td></tr> <tr> <td>8-April-44</td><td>281.085839%</td><td>2,810,858.39</td></tr> </tbody> </table> <p><b>Tax Redemption:</b> Except as described in "Optional Redemption" and "Automatic Early Redemption" above, early redemption will only be permitted if (i) the Issuer has or will become obliged to pay certain additional amounts in respect of the Instruments as a result of any change in the tax laws, regulations and rulings of Kingdom of Norway, (ii) such obligations cannot be avoided by the Issuer, and (iii) such circumstances are evidenced by the delivery by the Issuer of a certificate signed by two directors of the Issuer and an opinion of independent legal advisers of recognised standing that such circumstances prevail (in such a case, redemption (being in whole, but not in part) together with any accrued interest, and by the Issuer's giving of not less than 30 nor more than 60 day's prior notice to the Holders).</p> <p><b>Representative of the Holders:</b> See "Enforcement of Instruments in Global Form" in C.8.</p>	Optional Redemption Date	Optional Redemption Price	Optional Amount per Calculation Amount (USD)	8-April-23	129.482102%	1,294,821.02	8-April-30	167.656148%	1,676,561.48	8-April-37	217.084704%	2,170,847.04	8-April-44	281.085839%	2,810,858.39
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<b>C.10</b>	<b>Derivative components in interest payment:</b>	<p>See C.8 for a description of the rights attaching to the Instruments, ranking and limitations.</p> <p>See C.9 for a description of the rights attaching to the Instruments, including information as to interest, maturity, yield and the representative of the Holders.</p>															

C.11	<b>Trading on a regulated market:</b>	<p>Applications have been made for the Instruments to be admitted during the period of twelve months after the date hereof to trading on the regulated market of the Luxembourg Stock Exchange. Applications will also be made for the Instruments to be admitted during the period of twelve months after the date hereof to trading on the regulated market of the London Stock Exchange plc (the "<b>London Stock Exchange</b>"). The Programme also permits Instruments to be issued on the basis that they will not be admitted to trading and/or quotation by any stock exchange and/or quotation system or to be admitted to trading and/or quotation by such other or further stock exchanges and/or quotation systems as may be agreed with the Issuer.</p> <p><i>Application has been made for the Instruments to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.</i></p>
C.15	<b>Value of the Instruments and value of the Underlying:</b>	<p><i>Not Applicable. There is no underlying which may affect the values of the Instruments.</i></p>
C.16	<b>Exercise Date or Final Reference Date:</b>	<p><i>Not Applicable. The Instruments do not have an underlying and are not derivative securities.</i></p>
C.17	<b>Settlement Procedure:</b>	<p>Settlement of any Instruments that are represented by a Global Instrument shall take place on the relevant redemption date and will be effected by the Issuer paying the redemption amount to the relevant Paying Agents for onward transmission to Euroclear, Clearstream, Luxembourg and/or DTC (as applicable). Investors will receive their redemption monies through their accounts in Euroclear, Clearstream, Luxembourg and/or DTC (as applicable) in accordance with the standard settlement procedures of Euroclear, Clearstream, Luxembourg and/or DTC (as applicable).</p> <p>In respect of Instruments that are in definitive form, payment of the redemption amount will be made against presentation and surrender of the Instruments or (in the case of Registered Instruments) the Instrument Certificates at the specified office of any Paying Agent.</p> <p>Settlement of VPS Instruments shall take place in accordance with the rules of VPS.</p>
C.18	<b>The Return:</b>	<p><i>Not Applicable. The Instruments do not have an underlying and are not derivative securities.</i></p>
C.19	<b>Exercise Price or Final Reference Price:</b>	<p><i>Not Applicable. The Instruments do not have an underlying and are not derivative securities.</i></p>
C.20	<b>Type of Underlying:</b>	<p>The underlying may constitute an index, a basket of indices, shares of a company, a basket of shares, an exchange rate, a fund, a basket of funds, or a</p>

		<p>relevant commodity.</p> <p><i>Not Applicable. The Instruments do not have an underlying.</i></p>
C.21	<b>Indication of the market where the securities will be traded:</b>	<p>Applications have been made for Instruments to be admitted during the period of twelve months after the date hereof to trading on the regulated market of the Luxembourg Stock Exchange. Applications will also be made for the Instruments to be admitted during the period of twelve months after the date hereof to trading on the regulated market of the London Stock Exchange. The Programme also permits Instruments to be issued on the basis that they will not be admitted to trading and/or quotation by any stock exchange and/or quotation system or to be admitted to trading and/or quotation by such other or further stock exchanges and/or quotation systems as may be agreed with the Issuer.</p> <p><i>Application has been made for the Instruments to be admitted to trading on the regulated market of the Luxembourg Stock Exchange</i></p>

		<b>Section D - Risks</b>
D.2	<b>Key Risks Specific to the Issuer:</b>	<ul style="list-style-type: none"> <li><i>Interest rate risk</i> - The Issuer may not be able to manage the mismatch in the interest periods between its lending and funding activities.</li> <li><i>Counterparty risk</i> - The Issuer may face counterparty risks which it may not be able to effectively manage.</li> <li><i>Liquidity risk</i> - The Issuer may face liquidity risks which it may not be able to effectively manage.</li> <li><i>The Issuer has not registered, and will not register, as an investment company under the Investment Company Act</i> - The Issuer will seek to qualify for an exemption from the definition of "investment company" under the Investment Company Act and will not register as an investment company in the United States under the Investment Company Act.</li> <li><i>The Kingdom of Norway does not guarantee any of the Issuer's obligations</i> - As at the date of this Base Prospectus, the Issuer is owned entirely by the Norwegian State as represented by the Ministry of Local Government. However, the Norwegian State does not guarantee any of the Issuer's obligations including the Instruments and payment to holders of Instruments is therefore solely dependent on the creditworthiness of the Issuer.</li> </ul>
D.3	<b>Key Risks Specific to the Instruments:</b>	<ul style="list-style-type: none"> <li><i>Instruments subject to limited liquidity</i> - The Instruments may not be actively traded creating a lack of liquidity and resulting in the Instruments trading at a discount to their initial offering price.</li> <li><i>Instruments may be redeemed prior to maturity by the Issuer</i> - An optional redemption feature is likely to limit the market value of the Instruments.</li> <li><i>Some Instruments may be subordinated to most of the Issuer's liabilities</i> - Some Instruments may be subordinated to senior debt in the event of the Issuer becoming insolvent and/or winding up proceedings</li> </ul>

		<p>being initiated.</p> <ul style="list-style-type: none"> <li>• <i>Reliance on the procedures of the clearing systems</i> - As the Issuer will make payments in respect of any Instrument held in a global form through the relevant clearing system, the beneficial holders of such Instruments will need to rely on the procedures of the relevant clearing system in respect of payments relating to the Instruments, as well as exercising of voting rights.</li> <li>• <i>Nominee arrangements</i> - Where a nominee service provider is used by an investor, the investor is exposed to credit and default risk in relation to such nominee. The nominee may also fail to perform its duties.</li> </ul> <p>There are also certain risks relating to the Instruments generally, such as restrictions on transfer, credit or corporate ratings not reflecting all the risks, modification and waiver, change of law, minimum specified denominations and the EU Savings Directive.</p>
<b>D.6</b>	<b>Risk Warning and key information on the key risks specific to the Instruments</b>	Not applicable. The Instruments do not have a redemption amount linked to an underlying.

	<b>Section E - Offer</b>	
<b>E.2b</b>	<b>Reasons for the Offer and Use of Proceeds:</b>	<i>The net proceeds of the issue of the Instruments will be applied by the Issuer to meet part of its general financing requirements.</i>
<b>E.3</b>	<b>Terms and Conditions of the Offer:</b>	<i>No Public Offer of the Instruments will be made.</i>
<b>E.4</b>	<b>Interests Material to the Issue:</b>	<p>The Issuer has appointed Barclays Bank PLC, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Daiwa Capital Markets Europe Limited, Deutsche Bank AG, London Branch, Goldman Sachs International, HSBC Bank plc, J.P. Morgan Securities plc, Kommunalbanken AS, Merrill Lynch International, Mitsubishi UFJ Securities International plc, Mizuho International plc, Morgan Stanley &amp; Co. International plc, Nomura International plc, RBC Europe Limited, SMBC Nikko Capital Markets Limited, Tokai Tokyo Securities Europe Limited and UBS Limited (the "Dealers") as dealers for the Programme. The arrangements under which Instruments may from time to time be agreed to be sold by the Issuer to, and purchased by, Dealers are set out in the Dealer Agreement made between the Dealers and the Dealers.</p> <p><i>Non-Syndicated Issue: The Issuer has appointed Citigroup Global Markets Limited (the "Dealer") as Dealer in respect of the issue of the Instruments. The arrangements under which the Instruments are sold by the Issuer to, and purchased by, Dealer are set out in the Dealer Agreement made between, amongst others, the Issuer and the Dealer</i></p>
<b>E.7</b>	<b>Estimated Expenses:</b>	Not Applicable. No expenses will be chargeable by the Issuer to an Investor in connection with any offer of Instruments. Any expenses chargeable by an Authorised Offeror to an Investor shall be charged in accordance with any contractual arrangements agreed between the Investor and such Authorised Offeror at the time of the relevant offer.

