

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 28 August 2019

NORDEA BANK ABP

Issue of

EUR 25,000,000 0.01 per cent. Notes due 29 August 2023

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 8 May 2019 and the base prospectus supplement dated 31 July 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final

Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. The Base Prospectus 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.

1. (i) Series Number: 26
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable
2. Specified Currency: Euro ("EUR")
3. Aggregate Nominal Amount:
 - (i) Series: EUR 25,000,000
 - (ii) Tranche: EUR 25,000,000
4. Issue Price: 101.032 per cent. of the Tranche
5. (i) Specified Denominations: EUR 100,000
- (ii) Calculation Amount: EUR 100,000
6. (i) Issue Date: 29 August 2019
- (ii) Interest Commencement Date: Issue Date
7. Maturity Date: 29 August 2023
8. Interest Basis: 0.01 per cent. Fixed 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: Applicable

12. Authorisation: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 0.01 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): 29 August in each year in accordance with the Following Business Day Convention and TARGET2 and London Business Day Centres, not adjusted
 - (iii) Fixed Coupon Amount(s): EUR 10 per Calculation Amount
 - (iv) Party responsible for calculating the Fixed Coupon Amount(s): Not Applicable
 - (v) Broken Amount(s): Not Applicable
 - (vi) Day Count Fraction: Actual/Actual (ICMA)
 - (vii) Determination Date(s): Not Applicable
14. **Floating Rate Note Provisions** Not Applicable
15. **Zero Coupon Note Provisions** Not Applicable
16. **Reset Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. **Call Option** Applicable
- (i) Early redemption as a result of a Withholding Tax Event: The provisions in Condition 6(b) apply
 - (ii) Early redemption as a result of a Tax Event: The provisions in Condition 6(c) apply
 - (iii) Early Redemption as a result of an MREL Disqualification Event: The provisions in Condition 6(d) apply
18. **Put Option** Not Applicable
19. **Final Redemption Amount** Par
20. **Early Redemption Amount**
- Early Redemption Amount(s) per Calculation Amount payable on Condition 6(b) applies

redemption for taxation reasons or on event of default or other early redemption:

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 21. | Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 22. | New Global Note: | Yes |
| 23. | Additional cities for the purposes of the definition of Relevant Financial Centre: | London |
| 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: | Not Applicable |
| 29. | Senior Preferred Notes Events of Default: | Restricted Events of Default in accordance with Condition 7(b) |

SIGNATURE

Signed on behalf of Nordea Bank Abp:

By: 

Duly authorised Peter Mellor

Date: 28 August 2019



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 on or about 29 August 2019.

31. RATINGS

The issuance of Notes itself is expected to be rated:

Moody's Investors Service Limited: Aa3

Moody's Investors Service Limited is established in the European Union and registered under Regulation (EU) No 1060/2009, as amended.

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: Minus 0.246 per cent.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

35. DISTRIBUTION

(i) If syndicated names of Managers: Not Applicable

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

(iii) If non-syndicated, name and address of Dealer: Landesbank Baden-Württemberg
Am Hauptbahnhof 2
70173 Stuttgart
Germany

(iv) U.S. Selling Restrictions: Regulation S Category 2
TEFRA D

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

36. **OPERATIONAL INFORMATION**

ISIN Code: XS2048740851

Common Code: 204874085

FISN: NORDEA BANK
ABP/.01EMTN20230829

CFI Code: DTFXFB

Issuer LEI: 529900ODI3047E2LIV03

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "yes" means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day 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

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