

**MIFID II product governance / Professional investors and ECPs only target market –** Solely for the purposes of the 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 manufacturer's 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 manufacturer's 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 18 February 2020

**NORDEA BANK ABP**

Issue of  
**EUR 100,000,000**  
**Senior Preferred Fixed Rate Notes**

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 no. 1 dated 31 July 2019, the base prospectus supplement no. 2 dated 9 September 2019, the base prospectus supplement no. 3 dated 20 September 2019, the base prospectus supplement no. 4 dated 30 October 2019 and the base prospectus supplement no. 5 dated 11 February 2020 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 supplements 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](http://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:                           | 39                              |
|    | (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 100,000,000                 |
|    | (ii)  | Tranche:                                 | EUR 100,000,000                 |
| 4. |       | Issue Price:                             | 100.26 per cent. of the Tranche |
| 5. | (i)   | Specified Denominations:                 | EUR 100,000                     |
|    | (ii)  | Calculation Amount:                      | EUR 100,000                     |
| 6. | (i)   | Issue Date:                              | 19 February 2020                |

	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	19 February 2025
8.		Interest Basis:	0.01 per cent. <i>per annum</i> Fixed rate
9.		Redemption/Payment Basis:	Redemption at par, subject to any purchase and cancellation or early redemption
10.		Put/Call Options:	Issuer Call
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.		<b>Fixed Rate Note Provisions</b>	Applicable
	(i)	Rate of Interest:	0.01 per cent. per annum payable annually in arrear
	(ii)	Interest Payment Date(s):	19 February in each year, commencing 19 February 2021 , not adjusted
	(iii)	Fixed Coupon Amount:	EUR 10 per Calculation Amount
	(v)	Broken Amount(s):	Not Applicable
	(vi)	Day Count Fraction:	Actual/Actual (ICMA)
	(vii)	Determination Date(s):	Not Applicable
14.		<b>Floating Rate Note Provisions</b>	Not Applicable
15.		<b>Zero Coupon Note Provisions</b>	Not Applicable
16.		<b>Reset Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

- |     |  |  |
|-----|--|--|
| 17. | <b>Call Option</b>   | Applicable                             |
|     | (iii) Early redemption as a result of a Withholding Tax Event:   | The provisions in Condition 6(b) apply |
|     | (iv) Early redemption as a result of a Tax Event:  | The provisions in Condition 6(c) apply |
|     | (v) Early Redemption as a result of an MREL Disqualification Event   | The provisions in Condition 6(d) apply |
| 18. | <b>Put Option</b>  | Not Applicable                         |
| 19. | <b>Final Redemption Amount</b>   | Par                                    |
| 20. | <b>Early Redemption Amount</b>   |  |
|     | Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: | Condition 6(b), (c) and (d) apply      |

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- |     |   |   |
|-----|---|---|
| 21. | Form of Notes:  | Bearer Notes:<br><br>Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on 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 and TARGET   |
| 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                      | Not Applicable  |



date on which each payment is to be made:

26. Details relating to Instalment Not Applicable  
Notes: amount of each instalment, date on which each payment is to be made:
27. Substitution and variation Not Applicable  
provisions:
28. Relevant Benchmark: Not Applicable
29. Senior Preferred Notes Events of Restricted Events of Default in accordance  
Default: with Condition 7(b)

### SIGNATURE


Signed on behalf of Nordea Bank Abp:

By:

Duly authorised

Date: 18 February 2020

  
Juhani Peltola Järvelin



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 19 February 2020.

### 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: - (minus) 0.042 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: *Crédit Agricole Corporate and Investment Bank*  
12, Place des États-Unis  
CS 70052  
92547 Montrouge Cedex

(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: XS2122542074

Common Code: 212254207

FISN: 20250219

CFI: 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 [aying Agent(s)] of Not Applicable