

EU 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, "**EU 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 EU 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.

UK MiFIR 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook 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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of EU MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended, the "**EU PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act ("**EUWA**"). Consequently no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") for offering, selling or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

Australian Investors – The Issuer is not a bank nor an authorised deposit-taking institution which is authorised under the Banking Act 1959 (Cth) of Australia (the "**Australian Banking Act**") nor is it authorised to carry on banking business under the Australian Banking Act. The Notes are not obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia. The Issuer is not supervised by the Australian Prudential Regulation Authority. Notes that are offered for issue or sale or transferred in, or into, Australia are offered only in circumstances that would not require disclosure to investors under Part 6D.2 or Part 7.9 of the Corporations Act 2001 (Cth) of Australia and issued and transferred in compliance with the terms of the exemption from compliance with section 66 of the Australian Banking Act that is available to the Issuer. Such Notes are issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount. An investment in any Notes issued by the Issuer will not be covered by the depositor protection provisions in section 13A of the Australian Banking Act and will not entitle Holders to claim under the financial claims scheme for account-holders with insolvent ADIs under Division 2AA of the Australian Banking Act.

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 12 June 2026

NORDEA BANK ABP

(LEI: 529900ODI3047E2LIV03)

Issue of

EUR 500,000,000 Green Fixed Rate Reset Subordinated Notes due 16 June 2036 (the "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 2026 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the EU Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the EU Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing during normal business hours at, and copies may be obtained from, the principal office of the Issuer at Satamaradankatu (Sw: *Hamnbanegatan*) 5, FI-00020 Nordea, Helsinki, Finland and has been published on the Issuer's website www.nordea.com.

For the purposes of these Final Terms, the expression "**EU Prospectus Regulation**" means Regulation (EU) No. 2017/1129.

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| 1. | (i) | Series Number: | 135 |
| | (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 500,000,000 |

	(ii)	Tranche:	EUR 500,000,000
4.		Issue Price:	99.888 per cent.
5.	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in excess thereof, up to and including EUR 199,000.
			So long as the Notes are represented by a Temporary Global Note or a Permanent Global Note and the relevant clearing systems so permit, the Notes will be tradeable only in the minimum authorised denomination of EUR 100,000 and higher integral multiples of EUR 1,000, notwithstanding that no definitive notes will be issued with a denomination above EUR 199,000.
	(ii)	Calculation Amount:	EUR 1,000
6.	(i)	Issue Date:	16 June 2026
	(ii)	Interest Commencement Date:	Issue Date
7.		Maturity Date:	16 June 2036
8.		Interest Basis:	Reset Notes, as described below
9.		Redemption/Payment Basis:	Redemption at par, subject to any purchase and cancellation or early redemption
10.		Put/Call Options:	Issuer Call (as per Conditions 6(b) (<i>Early Redemption for Taxation Reasons – Withholding Tax</i>), (c) (<i>Early Redemption as a result of a Tax Event</i>), (d) (<i>Early Redemption of Restricted Senior Preferred Notes or Senior Non-Preferred Notes or Subordinated Notes as a result of an MREL Disqualification Event</i>), (e) (<i>Early Redemption of Subordinated Notes as a result of a Capital Event</i>) and (f) (<i>Optional Early Redemption (Call)</i>)) Clean-up Call Option (as per Condition 6(i) (<i>Clean Up Call Option</i>))
11.		Status of the Notes:	Subordinated
12.		Authorisation:	Not Applicable
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE			
13.		Fixed Rate Note Provisions	Not Applicable
14.		Floating Rate Note Provisions	Not Applicable
15.		Zero Coupon Note Provisions	Not Applicable
16.		Reset Note Provisions	Applicable
	(i)	Initial Rate of Interest:	3.875 per cent. per annum payable in arrear on each Interest Payment Date up to (but excluding) the First Reset Date
	(ii)	First Reset Margin:	+0.98 per cent. per annum
	(iii)	Subsequent Reset Margin:	Not Applicable

(iv)	Interest Payment Date(s):	16 June in each year up to and including the Maturity Date, commencing on 16 June 2027
(v)	Fixed Coupon Amount up to (but excluding) the First Reset Date:	EUR 38.75 per Calculation Amount
(vi)	Broken Amount(s):	Not Applicable
(vii)	First Reset Date:	16 June 2031
(viii)	Second Reset Date:	Not Applicable
(ix)	Subsequent Reset Date(s):	Not Applicable
(x)	Relevant Screen Page:	Reuters Screen Page "ICE Swap2"
(xi)	Reset Reference Rate:	Mid-Swap Rate
(xii)	Reset Reference Bond:	Not Applicable
(xiii)	Mid-Swap Rate:	Single Mid-Swap Rate
(xiv)	Mid-Swap Maturity:	Five-year
(xv)	Reference Banks:	The provisions in the Conditions apply
(xvi)	Reset Reference Rate Conversion	Not Applicable
(xvii)	Original Reset Reference Rate Basis	Not Applicable
(xviii)	Day Count Fraction:	Actual/Actual (ICMA)
(xix)	Reset Determination Date:	The provisions in the Conditions apply
(xx)	Reset Determination Time:	11.00 a.m. (Brussels time)
(xxi)	Business Day Convention:	No Adjustment
(xxii)	Relevant Financial Centre:	T2
(xxiii)	Determination Agent:	Not Applicable
(xxiv)	Mid-Swap Floating Leg Benchmark Rate:	EURIBOR
(xxv)	Benchmark Replacement Fallback:	Condition 5(h) (<i>Benchmark Replacement - Independent Adviser</i>) is applicable
(xxvi)	"p"	Not Applicable
(xxvii)	Compounded Daily SONIA:	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Issuer Call Option	Applicable
	(i) Optional Redemption Date(s):	The First Reset Date or any Interest Payment Date thereafter
	(ii) Optional Redemption Amount(s):	EUR 1,000 per Calculation Amount
	(iii) Early redemption as a result of a Withholding Tax Event:	The provisions in Condition 6(b) (<i>Early Redemption for Taxation Reasons – Withholding Tax</i>) apply
	(iv) Early redemption as a result of a Tax Event:	The provisions in Condition 6(c) (<i>Early Redemption as a result of a Tax Event</i>) apply
	(v) Early Redemption as a result of an MREL Disqualification Event	The provisions in Condition 6(d) (<i>Early Redemption of Restricted Senior Preferred Notes or Senior Non-Preferred Notes or Subordinated Notes as a result of an MREL Disqualification Event</i>) apply
	(vi) MREL Disqualification Event Effective Date:	The Issue Date
	(vii) Early redemption as a result of a Capital Event:	The provisions in Condition 6(e) (<i>Early Redemption of Subordinated Notes as a result of a Capital Event</i>) apply
	(viii) If redeemable in part:	Not Applicable
	(ix) Notice period:	As set out in the Conditions
18.	Investor Put Option	Not Applicable
19.	Clean-up Call Option	Applicable
	(i) Notice period:	As set out in the Conditions
	(ii) Optional Redemption Amount (Clean-up Call):	EUR 1,000 per Calculation Amount
	(iii) Clean-up Call Threshold:	As per the Conditions
20.	Final Redemption Amount	Par
21.	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 Conditions 6(b), 6(c), 6(d) and 6(e) apply

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	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
23.	New Global Note:	No

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| 24. | New Safekeeping Structure: | Not Applicable |
| 25. | Additional cities for the purposes of the definition of Relevant Financial Centre: | London |
| 26. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 27. | 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 |
| 28. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: | Not Applicable |
| 29. | Substitution and variation provisions: | Condition 17 (<i>Substitution and Variation</i>) applies |
| 30. | Relevant Benchmark: | EURIBOR is provided by European Money Markets Institute. As at the date hereof, European Money Markets Institute appears 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 |
| 31. | Senior Preferred Notes – Unrestricted Events of Default: | Not Applicable |

SIGNATURE

Signed on behalf of Nordea Bank Abp:

By:

Duly authorised

Date:

PART B – OTHER INFORMATION

1. 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 the Issue Date.

2. RATINGS

The issuance of Notes itself is expected to be rated:

S&P Global Ratings Europe Limited ("**S&P**"): A-

Moody's Investors Service (Nordics) AB ("**Moody's**"): A3

Fitch Ratings Ireland Limited ("**Fitch**"): A

In accordance with S&P's ratings definitions available as at the date of these Final Terms on https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352, an obligation rated 'A' is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. The modification of (-) shows the relative standing within the rating category.

In accordance with Moody's ratings definitions available as at the date of these Final Terms on <https://www.moodys.com/ratings-process/Ratings-Definitions/002002>, obligations rated 'A3' are subject to low credit risk. They are considered upper-medium grade. The modifier "3" indicates that the obligation ranks in the lower end of its generic rating category.

In accordance with Fitch's ratings definitions available as at the date of these Final Terms on <https://www.fitchratings.com/site/definitions>, a rating of 'A' denotes expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

Each of S&P, Moody's and Fitch is established in the EEA and registered under Regulation (EC) No 1060/2009, as amended. Each of S&P, Moody's and Fitch appears on the latest update of the list of registered credit rating agencies (as of 10 July 2024) on the ESMA website <http://www.esma.europa.eu>. The rating each of S&P, Moody's and Fitch has given to the Notes is endorsed by S&P Global Ratings UK Limited, Moody's Investors Service Ltd and Fitch Ratings Ltd, respectively, each of which is established in the UK and registered under Regulation (EC) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018.

3. 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

4. REASONS FOR THE OFFER, TOTAL EXPENSES AND NET PROCEEDS

Reasons for the offer:

The Notes are being issued as Green Notes and an amount equal to the net proceeds of the Notes is intended to be used, directly or indirectly, to finance or refinance green bond assets evaluated and selected by the Issuer pursuant to its Green Funding Framework dated March 2025

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

Estimated net proceeds: EUR 497,815,000

5. **YIELD**

Indication of yield: 3.900 per cent.

The yield is calculated at the Issue Date on the basis of the Issue Price and in respect of the period from (and including) Issue Date to (but excluding) the First Reset Date. It is not an indication of future yield.

6. **THIRD PARTY INFORMATION**

The descriptions of the ratings definitions of S&P, Moody's and Fitch provided under 'Ratings' above have been extracted from the websites of S&P, Moody's and Fitch specified under 'Ratings' above. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the information published by S&P, Moody's and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

7. **DISTRIBUTION**

- (i) If syndicated names of Joint Lead Managers: Goldman Sachs Bank Europe SE
Morgan Stanley & Co. International plc
Nordea Bank Abp
Société Générale
UBS Europe SE
- (ii) Stabilising Manager(s) (if any): Morgan Stanley & Co. International plc
- (iii) If non-syndicated, name and address of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Regulation S Category 2
TEFRA D
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Prohibition of Sales to UK Retail Investors: Applicable

8. **OPERATIONAL INFORMATION**

ISIN Code: XS3406830052

Common Code: 340683005

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the National Numbering Agency that assigned the ISIN

Issuer LEI:	529900ODI3047E2LIV03
Intended to be held in a manner which would allow Eurosystem eligibility:	Not Applicable
Clearing system(s):	Euroclear and Clearstream, Luxembourg
Delivery:	Delivery against payment
Name(s) and address(es) of additional Paying Agent(s) (if any):	Not Applicable