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30 November 2017

Nordea announces final results of the consent solicitations in respect of certain of its EMTN notes

Further to the announcements on 7 November 2017 and 20 November 2017 regarding Nordea Bank AB (publ)'s (the "**Issuer**") Consent Solicitations relating to (amongst others) the outstanding notes listed in the table below (each a "**Series**" and, together, the "**EMTN Notes**"), the Issuer hereby announces the final results of the Consent Solicitations in respect of the EMTN Notes. Capitalised terms used in this notice and not otherwise defined shall have the meanings given to them in the consent solicitation memorandum dated 7 November 2017 prepared by the Issuer (the "**Consent Solicitation Memorandum**").

ISIN	Description
XS0497179035	EUR 1,000,000,000 4.50 per cent. Dated Subordinated Notes due 26 March 2020
XS0544654162	EUR 750,000,000 4.00 per cent. Dated Subordinated Notes due 29 March 2021
XS1292434146	SEK 1,700,000,000 Dated Subordinated Floating Rate Notes due September 2025
XS1292433767	SEK 2,300,000,000 Dated Subordinated Fixed Rate Reset Notes due September 2025
XS1299769858	JPY 15,000,000,000 1.160 per cent. Fixed Rate Subordinated Notes due 6 October 2025
XS1317439559	EUR 750,000,000 Dated Subordinated Fixed Rate Reset Notes due November 2025
XS1486520403	EUR 1,000,000,000 Dated Subordinated Fixed Rate Reset Notes due September 2026

Results of the Consent Solicitations in respect of the EMTN Notes

Each of the Meetings held earlier today to consider the Extraordinary Resolutions in respect of the EMTN Notes was quorate. At each Meeting, at least three-fourths of votes cast were in favour of the relevant Extraordinary Resolution and therefore the Extraordinary Resolutions in relation to each Series of EMTN Notes were duly passed. The Proposed Amendments in relation to the EMTN Notes are expected to be implemented on the date hereof. The Issuer expects to pay the Consent Fee relating to the EMTN Notes (in respect of valid Consent Instructions received by the Consent Fee Deadline) by no later than 14 December 2017.

Further Information

A complete description of the terms and conditions of the Consent Solicitations is set out in the Consent Solicitation Memorandum.

Further details about the Consent Solicitations can be obtained from:

The Solicitation Agents

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The Solicitation Agents and the Tabulation Agent do not take responsibility for the contents of this announcement and none of the Issuer, the Solicitation Agents, the Tabulation Agent, or any of their respective directors, employees or affiliates makes any representation or recommendation whatsoever regarding the Consent Solicitation. This announcement must be read in conjunction with the Consent Solicitation Memorandum. No offer to acquire any Notes is being made pursuant to this announcement.

Distribution Restrictions

This announcement and the Consent Solicitation Memorandum do not constitute an offer or an invitation to participate in the Consent Solicitation in any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such offer or invitation under applicable securities laws.