

IMPORTANT NOTICE

In accessing the attached base prospectus supplement (the "Supplement") you agree to be bound by the following terms and conditions.

The information contained in the Supplement may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Base Prospectus (as defined in the Supplement) and is not intended for use, and should not be relied upon, by any person outside those countries. **Prior to relying on the information contained in the Supplement, you must ascertain from the Base Prospectus whether or not you are an intended addressee of, and eligible to view, the information contained therein.**

The Supplement and the Base Prospectus do not constitute, and may not be used in connection with, an offer to sell or the solicitation of an offer to buy securities in the United States or 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 Supplement and the Base Prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or with any securities regulatory authority of any state or other jurisdiction of the United States and may include notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, such securities may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("**Regulation S**")). The securities described in the Supplement and the Base Prospectus will only be offered in offshore transactions to non-U.S. persons in reliance upon Regulation S.

For a more complete description of restrictions on offers and sales of the securities described in the Supplement and the Base Prospectus, see pages ii to vii and the section "*Subscription and Sale*" in the Base Prospectus.

**SUPPLEMENT NO. 3 DATED 20 SEPTEMBER 2019 TO THE BASE PROSPECTUS DATED 18
DECEMBER 2018**



NORDEA BANK ABP

(a public limited liability company organised under the laws of Finland)

€15,000,000,000

Structured Note Programme

This supplement no. 3 (the "**Supplement**") is supplemental to, and must be read in conjunction with, the base prospectus dated 18 December 2018 (as supplemented by the supplement no. 1 dated 27 February 2019 and the supplement no. 2 dated 15 August 2019, the "**Base Prospectus**") prepared by Nordea Bank Abp ("**NBAB**", "**Nordea**" or the "**Issuer**") with respect to its €15,000,000,000 Structured Note Programme (the "**Programme**") and constitutes a supplement for the purposes of Article 16 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), as competent authority under the Prospectus Directive. The Central Bank only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statements in or incorporated by reference into this Supplement and (b) any statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted since the publication of the Base Prospectus.

An investor which has agreed, prior to the date of publication of this Supplement, to purchase or subscribe for Notes issued under the Programme may withdraw its acceptance before the end of the working day 24 September 2019 in accordance with the Prospectus Directive.

AMENDMENTS TO THE BASE PROSPECTUS

With effect from the date of this Supplement, the information appearing in the Base Prospectus shall be amended and/or supplemented in the manner described below.

EXECUTIVE MANAGEMENT

The table in the second paragraph of the section entitled "Group Executive Management" on page 308 of the Base Prospectus shall be removed and replaced with the following table:

	<u>Year of birth</u>	<u>Group Executive Management member since</u>	<u>Position</u>
Frank Vang-Jensen	1967	2018	President, Group Chief Executive Officer (CEO) and Head of Personal Banking
Erik Ekman	1969	2015	Head of Commercial & Business Banking and interim Head of Group Risk Management and Control
Matthew Elderfield	1966	2016	Group Compliance Officer, Head of Group Compliance and Group Chief Risk Officer (CRO)
Jussi Koskinen	1973	2018	Chief Legal Officer, Head of Group Legal and Deputy Managing Director
Christopher Rees.....	1972	2018	Group Chief Financial Officer (CFO) and Head of Group Finance & Treasury
Martin A Persson	1975	2016	Head of Wholesale Banking
Snorre Storset.....	1972	2015	Head of Wealth Management

The fourth paragraph of the section entitled "Group Executive Management" on page 308 of the Base Prospectus shall be removed and replaced with the following paragraph:

"On 5 September 2019, the Issuer announced the appointment of Frank Vang-Jensen as President and Group Chief Executive Officer of the Issuer. Frank Vang-Jensen joined the Issuer in 2017 as Head of Personal Banking and Country Senior Executive for the Issuer in Denmark. In 2018, he was promoted to Head of Personal Banking and member of Group Executive Management. Frank Vang-Jensen will continue to head Personal Banking until a replacement is announced. Prior to joining the Issuer, Frank Vang-Jensen worked at Handelsbanken for many years, most recently as President and Chief Executive Officer. The appointment is subject to authority approval."

The fifth paragraph of the section entitled "Group Executive Management" on page 308 of the Base Prospectus shall be removed and replaced with the following paragraph:

"On 10 September 2019, the Issuer announced that Torsten Hagen Jørgensen, Deputy Chief Executive Officer and Group Chief Operating Officer will leave the Issuer. Torsten Hagen Jørgensen stepped down from Group Executive Management on 10 September 2019 but will be available to support with an orderly transition of his responsibilities. In line with applicable regulations, Group Chief Legal Officer, Jussi Koskinen has been appointed as Deputy Managing Director of the Issuer for an interim period."

The twelfth paragraph of the section entitled "Group Executive Management" on page 309 of the Base Prospectus shall be removed and replaced with the following paragraph:

"Christopher Rees has been Group CFO and Head of Group Finance & Treasury and a member of Group Executive Management since 2018. Mr Rees held several executive positions since he joined the Nordea Group in 2015, most recently as Deputy Head of Wholesale Banking and Head of Nordea Markets. On 18 September 2019, the Issuer announced that Mr Rees will leave the Issuer in 2020. Mr Rees will continue in his role and as a member of Group Executive Management until a successor has been appointed and responsibilities orderly transferred."

The fourteenth paragraph of the section entitled "Group Executive Management" on page 309 of the Base Prospectus shall be removed and replaced with the following paragraph:

"On 10 September 2019, the Issuer announced that Karen Tobiasen, Chief People Officer, will leave the Issuer. Karen Tobiasen stepped down from Group Executive Management on 10 September 2019 but will be available to support with an orderly transition of her responsibilities."

The eight, tenth and fifteenth paragraphs of the section entitled “Group Executive Management” on pages 308-309 of the Base Prospectus shall be removed.