

PROSPECTUS SUPPLEMENT NO. 2 DATED 3 FEBRUARY 2023
TO THE BASE PROSPECTUS DATED 25 MARCH 2022



EUR 35,000,000,000
EURO MEDIUM TERM NOTE PROGRAMME

This Prospectus Supplement dated 3 February 2023 (the “**Prospectus Supplement**” or “**Prospectus Supplement No. 2**”) to the Base Prospectus dated 25 March 2022 (as supplemented by the Prospectus Supplement No. 1 dated 28 December 2022, together with the Prospectus Supplement, the “**Base Prospectus**”) constitutes a supplement for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Euro Medium Term Note Programme (the “**Programme**”) established by Danske Bank A/S (the “**Issuer**”). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Prospectus Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Regulation. The Central Bank of Ireland only approves this Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the securities that are the subject of this Prospectus Supplement.

The Issuer accepts responsibility for the information contained in this Prospectus Supplement. To the best of the knowledge of the Issuer, the information contained in this Prospectus Supplement is in accordance with the facts and contains no omission likely to affect its import. The Base Prospectus can be viewed online at <https://danskebank.com/-/media/danske-bank-com/pdf/investor-relations/debt/funding-programmes/emtn-programme/uko22004348997v1-danske-emtn-update-2022--base-prospectus-final.pdf>.

ANNUAL REPORT 2022

On 2 February 2023, the Issuer published its consolidated audited financial statements as at and for the year ended 31 December 2022 (the “**Annual Report 2022**”). A copy of the Annual Report 2022 has been filed with the Central Bank of Ireland and, by virtue of this Prospectus Supplement, the Annual Report 2022 is incorporated in, and forms part of, the Base Prospectus, excluding the following: the section “Our 2023 financial ambitions” on page 5; the infographic “Investors” in the section “Strategic focus” on page 5; the “Outlook for 2023” of the “*Executive summary*” on page 9; and the fourth paragraph (starting with “Fee income remained resilient...”) of the sub-section “Introduction” in the section “*Strategic execution*” on page 12. The Annual Report 2022 incorporated by reference herein can be viewed online at <https://danskebank.com/-/media/danske-bank-com/file-cloud/2023/2/danske-bank-annual-report-2022.pdf>.

Cross Reference List

Danske Bank Group

Annual Report 2022
31 December 2022

Income Statement for the Group for the year ended 31 December 2022	page 68
Statement of Comprehensive Income for the Group for the year ended 31 December 2022	page 69
Balance Sheet for the Group as at 31 December 2022	page 70

Statement of Capital for the Group for the year ended 31 December 2022	pages 71-73
Cash Flow Statement for the Group as at and for the year ended 31 December 2022	page 74
Notes to the Financial Statements for the Group as at and for the year ended 31 December 2022	pages 75-207
Statement by the Management as at and for the year ended 31 December 2022	page 230
Independent Auditor's Report for the Group for the year ended 31 December 2022	pages 231-235

The Annual Report 2022 is incorporated as set out above. The table above sets out the principal disclosure requirements which are satisfied by the information and is not exhaustive. Each page reference refers to the corresponding page in the Annual Report 2022.

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus to which this Prospectus Supplement relates.

GENERAL INFORMATION

Paragraphs 6 and 7 of the section "GENERAL INFORMATION" on pages 163-164 of the Base Prospectus shall be deemed deleted and replaced with the following paragraphs, respectively:

- “6. (i) There has been no significant change in the financial performance or position of the Issuer or of the Issuer and its Subsidiaries taken as a whole since 31 December 2022, the last day of the financial period in respect of which the most recent financial statements of the Issuer and its Subsidiaries have been prepared; and
- (ii) Save as outlined in the sections “*Risk Factors - Disruptions and volatility in the global financial markets may adversely impact the Group*”, “*Risk Factors - COVID-19 outbreak could continue to have a material adverse effect on the Group’s business, results of operations and financial position*” and “*Legal and Regulatory Proceedings*”, there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2022, the last day of the financial period in respect of which the most recently audited financial statements of the Issuer have been prepared.
7. Save as outlined in the section “*Legal and Regulatory Proceedings*”, there are no governmental, legal or arbitration proceedings against or affecting the Issuer or any of its Subsidiaries (and no such proceedings are pending or threatened of which the Issuer is aware) during a period covering at least the previous twelve months which have or may have in the recent past, individually or in the aggregate, significant effects on the profitability or the financial position of the Issuer or of the Issuer and its Subsidiaries taken as a whole.”

GENERAL

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

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

See “Risk Factors” in the Base Prospectus for a discussion of certain risks that should be considered in connection with certain types of Notes which may be offered under the Programme.