

MiFID II product governance / Professional investors and eligible counterparties 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) (“**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 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.

PROHIBITION OF SALES TO EUROPEAN ECONOMIC AREA 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. 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 MiFID II; (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 MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation (as defined below). Consequently, no key information document required by Regulation (EU) No. 1286/2014 (as amended) (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UNITED KINGDOM 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 United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended) (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as 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 EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No. 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

Amounts payable under the Notes will be calculated by reference to STIBOR which is provided by the Swedish Financial Benchmark Facility AB. As at the date of these Final Terms, the Swedish Financial Benchmark Facility AB appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011.

FINAL TERMS DATED 21 May 2024

Series No. 695

Tranche No. 1

DANSKE BANK A/S

EUR 35,000,000,000

Euro Medium Term Note Programme

Issue of

SEK 4,250,000,000 Subordinated Floating Rate Tier 2 Notes due 2034

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the “**Conditions**”) set forth in the Base Prospectus dated 27 March 2024, the Prospectus Supplement No. 1 dated 3 May 2024 and the Prospectus Supplement No. 2 dated 10 May 2024, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus is available for viewing at, and copies may be obtained from, the website of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) at <https://www.euronext.com/en/markets/dublin> for a period of 12 months following the date of the Base Prospectus. The Final Terms are available for viewing at the website of Euronext Dublin at <https://www.euronext.com/en/markets/dublin>.

1. Issuer: Danske Bank A/S
2. (i) Series Number: 695
(ii) Tranche Number: 1
(iii) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Swedish Kronor (“**SEK**”)
4. Aggregate Nominal Amount: SEK 4,250,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denomination(s): SEK 2,000,000 and integral multiples of SEK 1,000,000 in excess thereof up to and including SEK 3,000,000. No Notes in definitive form will be issued with a denomination above SEK 3,000,000
(ii) Calculation Amount: SEK 1,000,000
7. (i) Issue Date: 23 May 2024
(ii) Interest Commencement Date: 23 May 2024
8. Maturity Date: 23 August 2034, subject to adjustment in accordance with the Business Day Convention specified in paragraph 16(iii) below.
9. Interest Basis: 3-month STIBOR plus 1.70 per cent. Floating Rate
(further particulars specified below at paragraph 16)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity

		Date at 100.00 per cent. of their Outstanding Principal Amount.
11.	Change of Interest Basis:	Not Applicable
12.	Call Option:	Applicable (see paragraph 18 below)
13.	Status of the Notes:	Subordinated Notes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Reset Note Provisions	Not Applicable
16.	Floating Rate Note Provisions	Applicable
	(i) Specified Period:	Not Applicable
	(ii) Interest Payment Dates:	Interest Payment Dates will be quarterly in arrear on 23 February, 23 May, 23 August and 23 November in each year, commencing on 23 August 2024, up to, and including, the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 16(iii) below.
	(iii) Business Day Convention:	Modified Following Business Day Convention
	(iv) Applicable Business Centre(s):	Stockholm
	(v) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vi) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	Calculation Agent
	(vii) Screen Rate Determination:	Applicable
	– Term Rate:	Applicable
	– Overnight Rate:	Not Applicable
	– Reference Rate:	STIBOR
	– Interest Determination Date(s):	The day falling two Stockholm Business Days prior to the start of each relevant Interest Period
	– Relevant Screen Page:	Swedish Financial Benchmark Facility
	– Relevant Time:	11:00 a.m. in the Relevant Financial Centre

	–	Relevant Centre:	Financial	Stockholm
	–	Reference Banks:		Not Applicable
	–	Reference Replacement Independent Adviser:	Rate -	Applicable
	–	Reference Replacement - ARRC:	Rate	Not Applicable
(viii)		ISDA Determination:		Not Applicable
(ix)		Linear Interpolation:		Not Applicable
(x)		Margin(s):		Plus 1.70 per cent. per annum
(xi)		Minimum Rate of Interest:		Not Applicable
(xii)		Maximum Rate of Interest:		Not Applicable
(xiii)		Day Count Fraction:		Actual/360
17.		Zero Coupon Note Provisions		Not Applicable

PROVISIONS RELATING TO REDEMPTION

18.		Call Option		Applicable
	(i)	Optional Redemption Date(s) (Call):		Any day from, and including, the Interest Payment Date falling in May 2029 to, and including, the Interest Payment Date falling in August 2029 and every Interest Payment Date thereafter.
	(ii)	Optional Redemption Amount (Call):		SEK 1,000,000 per Calculation Amount
	(iii)	If redeemable in part:		Not Applicable
	(iv)	Notice period:		Minimum period: 5 days Maximum period: 30 days
19.		Clean-up Call Option		Not Applicable
20.		MREL Disqualification Redemption Option:	Event	Applicable
21.		Final Redemption Amount:		SEK 1,000,000 per Calculation Amount
22.		Early Redemption Amount (Tax):		As set out in the Conditions

GENERAL PROVISIONS APPLICABLE TO THE NOTES


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| 23. | Form of Notes: | Bearer Notes: Initially represented by a Temporary Global Note.


Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances described in the Permanent Global Note. |
| 24. | New Global Note form: | Not Applicable |
| 25. | Applicable Financial Centre(s): | Stockholm |
| 26. | Currency Events: | Not Applicable |
| 27. | MREL Disqualification Event Substitution/Variation Option: | Applicable |
| 28. | Talons for future Coupons to be attached to Definitive Notes: | No |

The ratings definition of Fitch (as defined in Part B, item 2 below) has been extracted from <https://www.fitchratings.com/products/rating-definitions>. The ratings definition of S&P (as defined in Part B, item 2 below) has been extracted from <https://www.spglobal.com/ratings/en/research/articles/190705-s-p-global-ratings-definitions-504352>.

The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Fitch and S&P, as the case may be, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: 
 Duly authorised **Bent Callisen**

By: 
 Duly authorised **Anders Lundtofte**
 Attorney-at-law

CC: Citibank, N.A., London Branch as Fiscal Agent

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

- (i) Listing: The Official List of Euronext Dublin
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on Euronext Dublin's regulated market with effect on or about 23 May 2024.
- (iii) Estimate of total expenses relating to admission to trading: EUR 1,000

2. Ratings

Ratings: The Notes to be issued are expected to be rated:

A- by Fitch Ratings Ireland Limited (“**Fitch**”)

High credit quality. ‘A’ ratings denote expectations of low credit 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. The addition of a minus (-) sign shows relative standing within the rating category.

BBB by S&P Global Ratings Europe Limited (“**S&P**”)

An obligation rated ‘BBB’ exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

There is no guarantee that any of the above ratings will be maintained following the date of these Final Terms. Up-to-date information should always be sought by direct reference to the relevant rating agency.

Each of Fitch and S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

3. Interests of Natural and Legal Persons involved in the Issue

Save as discussed in the “*Subscription and Sale*” and “*General Information*” sections of 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. Operational Information

ISIN Code XS2826731932

Common Code: 282673193

CFI: DTVXFB, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: DANSKE BANK A/S/VAREMTN 20340823, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as “No” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of Euroclear Bank SA/NV and/or Clearstream Banking S.A. as common safe-keeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. (including The Depository Trust Company) and the relevant identification number(s): Not Applicable

Settlement Procedures: Customary medium term note settlement and payment procedures apply

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) or, in the case of Registered Notes only, alternative Registrar (if any): Not Applicable

5. **Distribution**

(i) Method of distribution: Syndicated

(ii) If syndicated, names of Managers: *Joint-Lead Managers:*
Danske Bank A/S
Nordea Bank Abp
Skandinaviska Enskilda Banken AB (publ)

(iii) Date of Subscription Agreement: 21 May 2024

(iv) Stabilising Manager(s) (if any): Not Applicable

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|--------|--|-----------------------------------|
| (v) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (vi) | TEFRA Rules: | As set out in the Base Prospectus |
| (vii) | Prohibition of Sales to European Economic Area Retail Investors: | Applicable |
| (viii) | Prohibition of Sales to United Kingdom Retail Investors: | Applicable |

6. **Reasons for the offer**

Use of Proceeds:	Issuer's Capital Base
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7. **Estimated Net Amount of Proceeds**

Estimated Net Amount of Proceeds:	SEK 4,237,250,000
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