

**Danske Bank A/S**  
**USD 750,000,000 Perpetual Non-cumulative Resettable Additional Tier 1 Convertible**  
**Capital Notes**  
**Terms & Conditions as of 20 June 2018**

Issuer:	Danske Bank A/S
Issuer Senior Ratings:	A (S&P, positive) / A (Fitch, stable) / A1 (Moody's, stable)
Expected Issue Ratings:	BBB- / BB+ (S&P / Fitch) (the relevant Rating Letters will not be a Condition Precedent to Closing)
Instrument:	USD Perpetual Non-cumulative Resettable Additional Tier 1 Convertible Capital Notes
Ranking:	Pari passu with Existing Hybrid Tier 1 Capital Notes and any other obligations which constitute Additional Tier 1 Capital of the Issuer and any securities which are expressed to rank pari passu with the Notes. Senior to ordinary shares and any securities which are expressed to rank junior to the Notes. Junior to the claims of (a) depositors of the Issuer and other unsubordinated creditors of the Issuer, and (b) except as expressed above, other subordinated creditors of the Issuer
Principal Amount:	USD 750,000,000
Trade Date:	20 June 2018
Settlement/Issue Date:	26 June 2018 (T+4)
Maturity:	The Notes are perpetual securities and have no fixed date for redemption
Interest Rate:	7% payable semi-annually in arrear on 26 June and 26 December in each year commencing on 26 December 2018 up to the First Call Date. Thereafter, reset every 7 years (non-step) to the sum of the relevant Reset Rate of Interest and the Margin
Reset Rate of Interest:	7-year Treasury Rate.
Interest Cancellation:	Any payment of interest (including, for the avoidance of doubt, any additional interest amounts payable pursuant to Condition 10 (Taxation)) in respect of the Notes shall be payable only out of the Issuer's Distributable Items and (i) may be cancelled at any time (in whole or in part) at the sole discretion of the Issuer, and (ii) will be mandatorily cancelled (in whole or in part) to the extent (A) relevant payment would breach Maximum Distributable Amount; or (B) otherwise so required by CRDIV. Any interest cancelled shall not be due and shall not accumulate or be payable at any time thereafter
Issue Price:	100%
Re-offer Yield (semi-annual):	7%
Reference U.S. Treasury security:	2.875% due 31 May 2025
Reference U.S. Treasury security Rate:	2.87% s.a.
Re-offer Spread vs. U.S. Treasury security Rate:	+413bps (the "Margin")
Gross Fees:	0.825%
All-In Price:	99.175%
Net Proceeds:	USD 743,812,500.00
Issuer Call Option:	Callable on 26 June 2025 (the "First Call Date") or any Interest Payment Date thereafter at par subject to the prior approval of the regulator
Trigger Event:	Common Equity Tier 1 Capital Ratio (on a transitional basis) of either the (i) Issuer or (ii) the Group, at any time, is less than 7.00% (the "Trigger Event Threshold")
Loss Absorption via Equity Conversion:	Automatic conversion into ordinary shares upon a Trigger Event at the Conversion Price. No Holder will have any rights against the Issuer with respect to repayment of the principal of the Notes following a Trigger Event, which shall equal zero at all times thereafter. A Holder's only right under the Notes against the Issuer for any failure to deliver the shares will be a claim to have such shares delivered (no right or claim for compensation for any loss)
Conversion Price:	Greater of the Current Market Price (5-day VWAP of an Ordinary Share) and the Floor Price on the Conversion Date (if the Ordinary Shares are admitted to trading on a Relevant Stock Exchange at the time) or (if the Ordinary Shares are not admitted to trading on a Relevant Stock Exchange at the time) the Floor Price on the Conversion Date
Floor Price:	USD 23.97 (subject to limited anti-dilution adjustments)
Conversion Shares Offer:	The Issuer may elect to sell the Conversion Shares to all or some of its shareholders at the Conversion Shares Offer Price, in which case Holders will receive the cash proceeds to the extent such offer was made (any residual amounts may be paid in Conversion Shares)
Conversion Shares Offer Price:	The Current Market Price of an Ordinary Share on the Conversion Date, if the ordinary shares are then admitted to trading on a Relevant Stock Exchange; otherwise, the Fair Market Value on such date
Optional Redemption Events:	Redeemable upon a Tax Event (imposition of withholding tax or loss of tax deductibility) or a Capital Event (fully or partially excluded from the Tier 1 Capital of the Issuer and/or the Group) at par, subject to the prior approval of the regulator

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Substitution/Variation:	Following a Tax Event or a Capital Event, subject to certain conditions, including that the new terms are not materially less favourable to Holders and no objection from the regulator
Documentation:	Preliminary Offering Memorandum relating to the Perpetual Non-cumulative Resettable Additional Tier 1 Convertible Capital Notes dated 20 June 2018 and the final Offering Memorandum (when available)
Governing Law:	English law, except for status, interest cancellation, loss absorption, early redemption and enforcement event provisions which are governed by Danish Law
Acknowledgement of Danish Statutory Loss Absorption Powers:	Each Holder acknowledges and accepts that any liability arising under the Notes may be subject to the exercise of Danish Statutory Loss Absorption Powers by the Relevant Resolution Authority
Form of Notes:	Bearer Notes
Listing:	Application will be made for the Notes to be admitted to the Official List and to trading on the Global Exchange Market of the Irish Stock Exchange
Denominations:	USD 200,000 plus integral multiples of USD 1,000 in excess thereof up to (and including) USD 399,000
Day Count:	30/360
Payment Business Days:	New York City and relevant place of presentation (if not a business day, on following business day)
Clearing:	Euroclear / Clearstream
Target Market:	Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs KID.
Risk Factors:	Investors should read the discussions in the Risk Factors section in the Preliminary Offering Memorandum relating to the Perpetual Non-cumulative Resettable Additional Tier 1 Convertible Capital Notes dated 20 June 2018 and the final Offering Memorandum (when available)
Terms:	Capitalised terms used in this document and not otherwise defined herein shall have the meanings ascribed to them in the Terms and Conditions of the Notes
Joint-Lead Managers:	BNP Paribas, HSBC, Credit Suisse, Danske Bank A/S, Goldman Sachs International and JP Morgan
U.S. Selling Restrictions:	Reg. S Category 2. TEFRA D
ISIN:	XS1825417535
Expenses:	The Issuer will pay the fees and expenses of the Joint-Lead Managers' legal advisers, as well as its own legal and accounting advisers and all agency and listing fees and expenses.

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